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Debtors and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	:	
In re	:	Chapter 11 Case No.
	:	
GENERAL GROWTH	:	09 - _____ ()
PROPERTIES, INC., <u>et al.</u>,	:	
	:	(Joint Administration Requested)
Debtors.	:	
-----X		

**DEBTORS' MOTION FOR INTERIM AND FINAL ORDERS
PURSUANT TO SECTIONS 105(a), 345(b), 363(b), 363(c) AND
364(a) OF THE BANKRUPTCY CODE AND BANKRUPTCY RULES 6003
AND 6004 (A) FOR AUTHORIZATION TO (I) CONTINUE USING
EXISTING CENTRALIZED CASH MANAGEMENT SYSTEM (II) HONOR
CERTAIN PREPETITION OBLIGATIONS RELATED TO THE USE OF THE
CASH MANAGEMENT SYSTEM, AND (III) MAINTAIN EXISTING BANK
ACCOUNTS AND BUSINESS FORMS; (B) FOR AN EXTENSION
OF TIME TO COMPLY WITH SECTION 345(b) OF THE
BANKRUPTCY CODE; AND (C) SCHEDULING A FINAL HEARING**

TO THE HONORABLE UNITED STATES BANKRUPTCY JUDGE:

South Street Seaport Limited Partnership, its ultimate parent, General Growth
Properties, Inc. ("**GGP**"), and their debtor affiliates, as debtors and debtors in possession

(collectively, “**General Growth**” or the “**Debtors**”),¹ submit this motion (the “**Motion**”) and respectfully represent as follows:

I.

PRELIMINARY STATEMENT²

1. As described in more detail in the Declarations filed concurrently herewith, the GGP Group operates as an integrated business enterprise with property management centralized in its Chicago headquarters. Through a centralized management process and leasing operations, GGP LP provides national support to the properties with respect to substantially all aspects of business operation, including, but not limited to, accounting, business development, construction, contracts, design, finance, forecasting, human resources and employee benefits, insurance and other forms of risk management, property services, marketing, leasing, tax, treasury, utilities, and other similar services. Only the most basic operational needs are addressed at the property level.

2. As with its centralized management and leasing operations, the GGP Group utilizes a centralized Cash Management System. GGP LP has historically and in the ordinary course of its business essentially functioned as a paying and collecting agent in connection with the GGP Group’s properties such that GGP LP will customarily make all payments of debt services and other costs and expenses involved in operating and managing the properties. This centralized system reduces costs associated with cash management, including bank accounts, personnel, bookkeeping, treasury and related expenses. Further, the

¹ A list of the Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, is attached hereto as **Exhibit A**.

² Capitalized terms used, but not otherwise defined, in this Preliminary Statement shall have the meanings ascribed to them elsewhere in the Motion.

efficiencies of having one centralized paying system not only reduces costs, but also alleviates cash flow concerns by providing regular access to capital, rather than leaving the property dependent on each month's rental income for that particular property.

3. The Debtors' Cash Management System constitutes an ordinary course, essential business practice providing significant benefits to the Debtors. Any disruption of the Cash Management System could have a severe and adverse impact upon the Debtors' reorganization efforts and, as noted herein, on the day to day business operations of affiliated non-debtors.

4. Accordingly, for the reasons stated in more detail below, the Debtors are requesting the entry of interim and final orders granting them, as specified in more detail below, (a) authority to continue to operate the Cash Management System (subject to any changes that may be required in accordance with any order of this Court approving the Debtors' postpetition financing, if any), honor certain prepetition obligations relating to the use of the Cash Management System, maintain existing business forms, and maintain existing Bank Accounts and (b) an extension of time to comply with section 345(b) of the Bankruptcy Code.³

II.

BACKGROUND

5. Commencing on April 16, 2009 (the "**Commencement Date**") and continuing thereafter, the Debtors each commenced a voluntary case under chapter 11 of title 11 of the United States Code (the "**Bankruptcy Code**"). The Debtors are authorized to

³ To the extent that, after the Commencement Date, any of the Debtors' other subsidiaries and affiliates file voluntary petitions and their cases are jointly administered with these cases (the "**Subsequent Filers**"), the Debtors anticipate filing a separate motion requesting that such Subsequent Filers receive the protections and approvals currently being sought by the Debtors in this Motion.

operate their business and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. Contemporaneously herewith, the Debtors filed a motion seeking joint administration of their chapter 11 cases pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”).

III.

THE DEBTORS’ BUSINESS

6. GGP is a publicly-traded real estate investment trust (“**REIT**”) headquartered in Chicago, Illinois. GGP, along with its approximately 750 wholly owned Debtor and non-Debtor subsidiaries and affiliates (collectively, the “**GGP Group**”),⁴ comprise one of the largest shopping center REITs in the United States, measured by the number of shopping centers it owns and manages. GGP is the general partner of GGP Limited Partnership (“**GGP LP**”), which is the entity through which substantially all of the GGP Group’s business is conducted. GGP LP, in turn, owns or controls, directly or indirectly, GGPLP, L.L.C., The Rouse Company LP (“**TRCLP**”), and General Growth Management, Inc. (“**GGMI**”). GGMI is a non-Debtor affiliate that provides management and other services to the GGP Group, to certain joint ventures of the GGP Group, and to third parties in which the GGP Group does not hold an ownership interest.

7. The GGP Group operates its business on an integrated basis with centralized administration, leasing and management functions that enable the GGP Group to achieve operating efficiencies and revenue enhancement benefiting the overall enterprise. The Debtors include various wholly owned holding companies and project level operating

⁴ GGP owns 96% of GGP LP, and outside parties hold the remaining 4%. Consequently, while the Debtors refer to subsidiaries owned directly or indirectly by GGP and GGP LP as “wholly owned,” a small percentage of GGP LP actually is held by outside parties.

companies. The non-Debtor subsidiaries and affiliates similarly include various holding companies, management companies, and project level operating companies, as well as all of the joint venture operations.

8. For purposes of public financial reporting, GGP divides its operations into two business segments: (i) Retail and Other, which includes the operation, development and management of shopping centers, office buildings, and other commercial properties, and is the GGP Group's primary business; and (ii) Master Planned Communities, which includes the development and sale of land, primarily in large-scale, long-term community development projects. The net operating income ("**NOI**") for GGP's Retail and Other segment was \$2.59 billion in 2008, a 4.5 percent increase over 2007. The NOI for the substantially smaller Master Planned Communities decreased from prior years and was approximately \$29 million in 2008.

A. Retail and Other

9. The GGP Group owns a portfolio of more than 200 regional shopping centers located in major and middle markets throughout 44 states, including joint venture interests in approximately 48 shopping centers. The GGP Group also owns non-controlling interests in two international joint ventures that own shopping centers in Brazil and Turkey. The shopping centers in which the GGP Group has an ownership interest, or for which it has management responsibility, have approximately 200 million square feet of space and contain over 24,000 retail stores, department stores, restaurants, and other amenities.

10. The primary source of revenue for the Retail and Other segment is tenant rent. The GGP Group's retail leases generally include both a base rent component and a charge for the tenant's share of expenses associated with the operation of the applicable

shopping center, such as real estate taxes, utilities, insurance, maintenance costs, security costs, and other general operating expenses. Many of the retail leases also contain scheduled increases during the term of the lease and an overage rent provision under which the tenant may be required to pay additional rent based upon its annual sales. With respect to shopping center properties owned by, or in joint ventures with, third parties, the GGP Group generally conducts its property management activities through GGMI. Consequently, in addition to its rental income, the GGP Group's Retail and Other segment also reports revenue earned from such property management services, as well as from strategic partnerships, advertising, sponsorship, vending machines, parking services, and the sale of gift cards.

B. Master Planned Communities

11. In addition to its core shopping center business, the GGP Group also owns and develops large-scale, long-term master planned communities. GGP Group has five master planned communities located in and around Columbia, Maryland; Summerlin, Nevada; and Houston, Texas. These communities contain approximately 18,500 saleable acres of land. They feature residential, retail, office and mixed-use components as well as schools, civic spaces and other amenities including parks, lakes, golf courses, and wilderness trails. The master planned community segment's revenue is generated primarily from the sale of improved land to homebuilders and commercial developers.

C. Financials

12. As of December 31, 2008, the GGP Group as a whole reported approximately \$29.6 billion in total assets and approximately \$27.3 billion in total liabilities (including the GGP Group's proportionate share of joint venture indebtedness). Of the \$27.3 billion in total liabilities, \$24.85 billion represents the aggregate consolidated outstanding

indebtedness of consolidated entities, which includes \$6.58 billion in unsecured, recourse indebtedness and \$18.27 billion in debt secured by properties. For 2008, the GGP Group reported consolidated revenue of approximately \$3.4 billion and net cash from operating activities of \$555.6 million. The GGP Group employs approximately 3,700 people.

Additional information regarding the Debtors' business, capital structure, and the circumstances leading to these chapter 11 cases is contained in certain declarations filed concurrently herewith (collectively, the "**Declarations**").

D. The Cash Management System

13. Carefully managed and maintained by treasury personnel employed by GGP LP, prior to the Commencement Date, in the ordinary course of business, the Debtors used a centralized cash management system (the "**Cash Management System**") to collect and transfer the funds generated by both Debtor and non-debtor entities and disburse those funds to satisfy the obligations required to operate the Debtors' business. The Debtors accurately recorded all collections, transfers and disbursements as they were made.

14. The Cash Management System facilitates cash monitoring, forecasting, and reporting and enables the Debtors to maintain control over the administration of their bank accounts (the "**Bank Accounts**") located at the banks and other financial institutions (collectively, the "**Banks**") including, but not limited to, those listed on **Exhibit B** annexed hereto. The Debtors and their non-debtor affiliates maintain over 800 bank accounts comprised of, among other things, investment accounts, gift card accounts, controlled disbursement accounts, depository accounts, blocked depository accounts, lockbox accounts, a collateral account, and operating accounts. The components of the Cash Management System are organized around three principal cash functions: collection, concentration, and

disbursement. **Exhibit C** attached hereto illustrates the movement of cash and flow of funds through the Cash Management System.

15. Both Debtors and non-debtors utilize the Cash Management System. The vast majority of the Debtor and non-debtor GGP subsidiaries do not have their own cash management system and must rely on the Cash Management System in the course of their day to day business operations. To lessen the disruption caused by the bankruptcy filing, minimize expense, and maximize the value of their estates in these chapter 11 proceedings, the Debtors believe that it is vital they maintain their system of managing cash under the Cash Management System.

(1) Cash Collection

16. The GGP Group's revenue is primarily generated through the operations of the project-level subsidiaries. The GGP Group receives and collects revenue on account of (i) shopping centers and other properties that are wholly owned by GGP Group companies (the "**Wholly Owned Properties**"), (ii) ownership interests in their taxable REIT subsidiaries (the "**Taxable REIT Subsidiaries**") that (a) provide management services to, among others, certain shopping centers owned by joint ventures and other third parties and (b) engage in the development of master planned communities (the "**MPCs**"), and (iii) ownership interests in joint ventures (the "**JVs**").

(2) Cash Concentration

17. The majority of cash collected by the Debtors and their non-debtor affiliates is ultimately collected in a main operating account (the "**Main Operating Account**") held in the name of GGP LP at U.S. Bank, N.A. ("**U.S. Bank**"). Cash generated by the Wholly Owned Properties through rents received from tenants of such properties, Taxable

REIT Subsidiaries, asset sales, investments (including those from the GGP Group companies' interest in JVs), financing proceeds and other miscellaneous sources is upstreamed to the Main Operating Account. Funds are ultimately upstreamed into the Main Operating Account in any of the following manners:

- Funds are deposited directly into the Main Operating Account from lockbox receipts;
- Funds are swept from lockbox receipts to lenders' depository accounts (the "**Lender Depository Accounts**"), and subsequently upstreamed to the Main Operating Account. However, certain Wholly Owned Properties deposit rents into blocked depository accounts (collectively, the "**Lenders' Blocked Depository Accounts**"). To the extent permitted by certain deposit account control agreements between the Wholly Owned Property owner and its lender, funds from the Lenders' Blocked Depository Accounts are then swept to the Main Operating Account;
- Lockbox receipts are deposited into certain Lender Depository Accounts, then swept into one of three different intermediate accounts at either U.S. Bank, Bank of America, or JP Morgan and then upstreamed to the Main Operating Account;
- Distributions to the GGP Group from the JVs are collected into the Main Operating Account; and
- Cash inflows related to the Taxable REIT Subsidiaries are upstreamed from various accounts Taxable REIT Subsidiary bank accounts (collectively, the "**TRS Bank Accounts**"). Cash held in the TRS Bank Accounts is either swept to the Main Operating Account or used to fund certain direct disbursement accounts or make other payments directly (as described in more detail below). The TRS Bank Accounts comprise both collection and disbursement accounts maintained by the Taxable REIT Subsidiaries. Costs and expenses incurred by the Taxable REIT Subsidiaries are paid for from the TRS Bank Accounts. In addition, money collected into the Main Operating Account from the TRS Bank Accounts is, on as-needed basis, funded back to the TRS Bank Accounts to fund costs and expenses.

In accordance with the Debtors' obligations under their postpetition financing facility (the "**DIP Facility**"), to the extent that an order approving the DIP Facility is entered, the Debtors

intend to grant a first priority secured interest in the Main Operating Account and the funds held therein to the Debtors' postpetition lenders (the "**DIP Lenders**"). As such, no other party or entity, other than the DIP Lenders, will have any lien or security interest in the Main Operating Account or any of the funds held therein.

18. The GGP Group also holds several standalone local depository accounts in the name of GGP LP (the "**Local Depository Accounts**"). The Local Depository Accounts collect miscellaneous receipts (other than rent) received by the Wholly Owned Properties. Funds in the Local Depository Accounts are swept on a monthly basis.

19. In addition to the Main Operating Account, the Lender Depository Accounts, Lenders' Blocked Depository Accounts, the TRS Bank Accounts, and the Local Depository Accounts, the GGP Group companies also hold, among others, the following accounts described in more detail below: (a) a collateral account (the "**Collateral Account**"), (b) gift card accounts (collectively, the "**Gift Card Accounts**"), and (c) various money market investment accounts (collectively, the "**Investment Accounts**").

- a. **Collateral Account**: The Debtors maintain the Collateral Account at U.S. Bank in connection with a secured credit facility executed in or about February 2006 by and among GGP, GGP LP, GGPLP LLC, as borrowers; and Eurohypo AG, New York Branch, as administrative agent (the "**2006 Credit Facility**"). The 2006 Credit Facility provides for a term loan in the approximate amount of \$2.85 billion (of which \$1.987 is currently outstanding) and a revolving loan in the approximate amount of \$650 million. Funds in the Collateral Account are used as collateral under the 2006 Credit Facility.
- b. **Gift Card Accounts**: The GGP Group companies maintain approximately 15 Gift Card Accounts held in GGP LP's name at various banks. Proceeds from the sales of the gift cards are deposited in the Gift Card Accounts. Pursuant to agreements with American Express Travel Related Services, Inc. ("**American Express**") and Discover Financial Services ("**Discover**"), as well as GGMI, American Express and Discover sweep the Gift Card Accounts on a regular basis to collect amounts owed to them under the terms of the Agreements. In

addition, GGMI is paid a fee for its management of the Gift Card program.

- c. Investment Accounts: GGP LP maintains the Investment Accounts into which the GGP Group companies transfer excess funds from the Main Operating Account. This enables them to benefit from a higher interest rate that is earned in the money market account. GGP Group companies, however, can continue to withdraw funds from the Investment Accounts as needed.

(3) Disbursements

20. The GGP Group companies typically make their disbursements from their Main Operating Account or from various other disbursement accounts located at Bank of America, U.S. Bank, M&T Bank, and LaSalle Bank. These disbursements relate primarily to (i) payroll and employee expenses,⁵ (ii) debt service, (iii) accounts payable, (iv) operating expenses, and (v) taxes. In addition, the JVs also own several accounts (the “JV Accounts”) used for their operations. Distributions to the GGP Group from the JVs are collected into the Main Operating Account. The GGP Group also funds the JV Accounts, in accordance with the GGP Group’s predetermined funding share, from time to time, along with its partners, on pre-approved expenditures for the JVs’ operations.

⁵ Payroll and other employee expenses for both Debtors and non-debtors are made from the various disbursement accounts noted herein. Such expenditures are described in more detail in the *Debtors’ Motion for Entry of Interim and Final Orders Pursuant to Sections 105(a), 363(b), 507(a)(4) and 507(a)(5) of the Bankruptcy Code Authorizing Them to (I) Pay Prepetition Wages, Salaries, Employee Benefits and Other Compensation, (II) Maintain Employee Benefits Programs and Pay Related Administrative Obligations, and (III) Authorize Applicable Banks and Other Financial Institutions to Receive, Process, Honor and Pay All Checks Presented for Payment and to Honor All Funds Transfer Requests* filed concurrently herewith.

IV.

JURISDICTION

21. This Court has subject matter jurisdiction to consider and determine this matter pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

V.

RELIEF REQUESTED

22. The Debtors request, pursuant to sections 105(a), 345(b), 363(b), 363(c), and 364(a) of the Bankruptcy Code and Bankruptcy Rules 6003 and 6004, (a) authority to (i) continue to operate the Cash Management System, subject to any changes that may be required thereto in connection with an order approving the Debtors' postpetition financing, (ii) honor certain prepetition obligations relating to the use of the Cash Management System, (iii) maintain existing business forms, and (iv) maintain existing Bank Accounts; (b) an extension of time to comply with section 345(b) of the Bankruptcy Code, and (c) the scheduling of a final hearing on the Motion.⁶

**A. Continuation of the Debtors' Centralized
Cash Management System Is in the Best
Interests of the Debtors, Their Estates, and All Parties in Interest**

23. The Debtors' Cash Management System constitutes an ordinary course, essential business practice providing significant benefits to the Debtors including, inter alia, the ability to (i) control corporate funds, (ii) ensure the availability of funds when necessary, and (iii) reduce costs and administrative expenses by facilitating the movement of funds and the development of more timely and accurate account balance information. Any disruption of

⁶ By separate motion, filed concurrently herewith, the Debtors have requested authority to use funds held in their Bank Accounts – wherever held – that is asserted to be the cash collateral of certain of their prepetition lenders.

the Cash Management System could have a severe and adverse impact upon the Debtors' reorganization efforts and, as noted above, on the day to day business operations of affiliated non-debtors.

24. In order to maintain their worldwide and national presence, the Debtors' operations require the existing Cash Management System continue during the pendency of their chapter 11 cases, as any disruption could have a severe and adverse impact upon the reorganization efforts of the Debtors. As a practical matter, because of the GGP Group's corporate and financial structure, which includes over 700 entities – including property-level entities, parent companies, and the holding companies – it would be extremely difficult and expensive to establish and maintain a separate cash management system for each Debtor and non-debtor entity.

25. Further, as described in more detail below, the Debtors are requesting authority to honor postpetition intercompany obligations to the non-debtor affiliates and to afford claims on account of such obligations administrative expense status. Failure to honor postpetition obligations to the non-debtor affiliates could have an immediate and significantly adverse effect on the Debtors. Not only could this diminish the value of the Debtors' estates through a reduction in the value of the Debtors' interest in such affiliates, but it could have an immediate and potentially irreparable impact on the operations of the Debtors themselves. If the Debtors fail to honor postpetition intercompany obligations to the non-debtor affiliates, such failure could have a dramatic effect on the Debtors' business as a whole. For example, failure to provide funding for GGMI will preclude GGMI from meeting certain of its contractual obligations and eventually would deprive the Debtors of the significant revenue that is attributable to GGMI's management services. In addition, if such postpetition

obligations are not honored, such non-debtor affiliates would be required to institute new cash management structures, which would be time consuming and costly, and would result in delayed receipt of customer payments.

26. The Debtors will continue to maintain all receipts, disbursements and records of all transfers within the Cash Management System utilized postpetition. In this way, all transfers and transactions will be properly documented, and accurate intercompany balances will be maintained. As a result, the Debtors will be able to accurately document and record the transactions occurring within the Cash Management System, including intercompany transfers, for the benefit of all parties in interest. Based on the foregoing, the Debtors believe that maintenance of the existing Cash Management System is in the best interests of their estates and all parties in interest. Therefore, the Debtors seek authority to maintain and use their Cash Management System during their chapter 11 cases.

27. Section 363(c)(1) of the Bankruptcy Code authorizes the debtor in possession to “use property of the estate in the ordinary course of business without notice or a hearing.” 11 U.S.C. § 363(c)(1). The purpose of section 363(c)(1) of the Bankruptcy Code is to provide a debtor in possession with the flexibility to engage in the ordinary course transactions required to operate its business without unneeded oversight by its creditors or the court. Med. Malpractice Ins. Ass’n v. Hirsch (In re Lavigne), 114 F.3d 379, 384 (2d Cir. 1997); In re Git-N-Go, Inc., 322 B.R. 164, 171 (Bankr. N.D. Okla. 2004); In re Enron Corp., No. 01-16034 (ALG), 2003 WL 1562202, at *15 (Bankr. S.D.N.Y. Mar. 21, 2003); In re Atlanta Retail, Inc., 287 B.R. 849, 856 (Bankr. N.D. Ga. 2002); Chaney v. Official Comm. of Unsecured Creditors of Crystal Apparel, Inc. (In re Crystal Apparel, Inc.), 207 B.R. 406, 409 (S.D.N.Y. 1997). Included within the purview of section 363(c) is a debtor’s ability to

continue the “routine transactions” necessitated by a debtor’s cash management system.

Amdura Nat’l Distrib. Co. v. Amdura Corp. (In re Amdura Corp.), 75 F.3d 1447, 1453 (10th Cir. 1996). Accordingly, the Debtors seek authority pursuant to section 363(c)(1) of the Bankruptcy Code to continue the collection, concentration, and disbursement, including intercompany transfers, of cash pursuant to their Cash Management System described above.

28. The Bankruptcy Code also provides a debtor in possession the freedom to obtain unsecured credit and incur unsecured debt in the ordinary course of business without notice and hearing. 11 U.S.C. § 364(a); see, e.g., In re Amdura Corp., 75 F.3d at 1453 (10th Cir. 1996); LNC Inv., Inc. v. First Fidelity Bank, 247 B.R. 38, 45 (S.D.N.Y. 2000); Mulligan v. Sobiech, 131 B.R. 917, 921 (S.D.N.Y. 1991). The Debtors, therefore, seek authorization, to the extent necessary, to obtain unsecured credit and incur unsecured debt in the ordinary operation of their Cash Management System.

29. The Court may exercise its equitable powers to grant the relief requested herein. Section 105(a) of the Bankruptcy Code empowers the Court to “issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title.” 11 U.S.C. § 105(a). Continuing the Cash Management System is vital to the efficient and economic administration of these chapter 11 cases. Therefore, it is within the Court’s equitable power under section 105(a) to approve the continued use of the Cash Management System.

30. These procedures are similar to those employed by comparable corporate enterprises. Moreover, the relief requested herein is routinely granted in other chapter 11 cases. See, e.g., In re Landsource Comtys. Dev. LLC, Case No. 08-11111 (KJC) (Bankr. D. Del. June 10, 2008) [Docket No. 29]; In re Lexington Precision Corp., Case No.

08-11153 (MG) (Bankr. S.D.N.Y. Apr. 2, 2008) [Docket No. 25]; In re PRC, LLC, Case No. 08-10239 (MG) (Bankr. S.D.N.Y. Jan. 25, 2008) [Docket No. 36]; In re Silicon Graphics, Inc., Case No. 06-10977 (BRL) (Bankr. S.D.N.Y. May 10, 2006) [Docket No. 47], (Bankr. S.D.N.Y. July 19, 2006) [Docket No. 375]; In re Atkins Nutritionals, Inc., Case No. 05-15913 (ALG) (Bankr. S.D.N.Y. Aug. 1, 2005) [Docket No. 36].⁷ Similar authorization is appropriate in these chapter 11 cases.

**B. Honoring Certain Prepetition Obligations of the Debtors
Related to the Cash Management System Is in the Best Interests
of the Debtors, Their Estates, and All Parties in Interest**

31. In connection with their use of the Cash Management System, the Debtors incur periodic service charges and other fees to the Banks for the maintenance of the Cash Management System (the “Service Charges”). The Debtors believe that as of the Commencement Date there are unpaid prepetition Service Charges in the amount of approximately \$175,000. The Debtors hereby request authority to pay the prepetition Service Charges that remain unpaid as of the Commencement Date. Payment of the prepetition Services Charges is in the best interests of the Debtors, their estates and all parties in interest as it will prevent any disruption to the Cash Management System. Because the Banks have setoff rights with respect to the Service Charges, payment of any prepetition Service Charges would not affect unsecured creditors and the issue of paying any prepetition Service Charges would just be a matter of timing. The Debtors also propose that a Bank may set off and charge against a Bank Account the face amount of each item deposited into or credited to such Bank Account and included in the available funds that could be or were transferred from the Bank

⁷ Because of the voluminous nature of the unreported orders cited herein and in the Debtors’ other motions filed on or about the Commencement Date, the orders are not attached to this Motion. However, for the Court’s convenience, the Debtors have prepared an appendix containing each of the cited orders, which will be filed separately.

Account and for any reason subsequently returned unpaid, not collected or subject to an adjustment entry, together with such Bank's reasonable usual and customary service charges and fees in connection with such Bank Account and such item (collectively, "**Permitted Debits**"). Alternatively, if a Bank is unable to set off or charge Permitted Debits against such Bank Account, the Debtors shall promptly upon demand, reimburse such Bank in an amount equal to the amount of the Permitted Debits.

32. Notwithstanding the foregoing, to the extent any Bank seeks to assert a setoff right (if any) with respect to any amounts owed by the Debtors to such Bank (other than in connection with the Service Charges or the Permitted Debits), the Debtors respectfully request that such Bank be required to seek relief from the automatic stay pursuant to section 362(d) of the Bankruptcy Code, subject to the Debtors' rights in respect of such request, and absent an order of this Court granting any such relief, the automatic stay remain in full force and effect.

33. The Debtors further request that any obligations, chargebacks, returns, liabilities, costs, charges, fees or expenses incurred by the Banks that result from ordinary course transactions (prepetition and postpetition) under the Debtors' Cash Management System (the "**Banks' Cash Management Expenses**") shall be paid by the Debtors and shall be accorded superpriority status, with priority over any and all administrative expenses of the kind specified in sections 503(b) and 507(b) of the Bankruptcy Code; provided, however, that any such administrative expense claim would be junior to any administrative expense claims afforded to any lender or lenders on account of any postpetition financing they may provide to the Debtors.

**C. Compliance with Section
345(b) of the Bankruptcy Code**

(1) Investments

34. Section 345 of the Bankruptcy Code governs a debtor's cash deposits during a chapter 11 case and authorizes deposits of money as "will yield the maximum reasonable net return on such money, taking into account the safety of such deposit or investment." 11 U.S.C. § 345(a). For deposits that are not "insured or guaranteed by the United States or by a department, agency, or instrumentality of the United States or backed by the full faith and credit of the United States," section 345(b) requires the estate to obtain from the entity with which the money is deposited a bond in favor of the United States and secured by the undertaking of an adequate corporate surety, unless the Court for cause orders otherwise. 11 U.S.C. § 345(a)-(b). In the alternative, the estate may require the entity to deposit governmental securities pursuant to 31 U.S.C. § 9303. Section 9303 provides that when a person is required by law to give a surety bond, that person, in lieu of a surety bond, may provide a governmental obligation. 31 U.S.C. § 9303.

35. Strict compliance with the requirements of section 345(b) of the Bankruptcy Code would, in a case such as this, be inconsistent with section 345(a), which permits a debtor in possession to make such investments of money of the estate "as will yield the maximum reasonable net return on such money." Thus, in 1994, to avoid "needlessly handcuff[ing] larger, more sophisticated debtors," Congress amended section 345(b) of the Bankruptcy Code to provide that its strict investment requirements may be waived or modified if the Court so orders "for cause." 140 Cong. Rec. 10,767 (Oct. 4, 1994), 1994 WL 545773.

36. The Debtors' current investment guidelines (collectively, the "**Investment Guidelines**") permit the Debtors to invest in cash or Cash Equivalents.⁸ The Debtors believe that the Investment Guidelines provide the protection contemplated by section 345(b) of the Bankruptcy Code. The Investment Guidelines permit the Debtors to make investments that will provide the greatest amount of return for the Debtors' estates while at the same time taking into account the risk associated with those investments. Most of the Debtors' investments are in securities issued, guaranteed, or collateralized by the United States Treasury, government, or federal agencies. Moreover, a bond secured by the undertaking of a corporate surety would be prohibitively expensive, if such bond is available at all, and could offset much of the financial gain derived from investing in private as well as federal or federally guaranteed securities.

⁸ The term "**Cash Equivalents**" means "(a) marketable direct obligations issued by, or unconditionally guaranteed by, the United States government or issued by any agency thereof and backed by the full faith and credit of the United States, in each case maturing within one year from the date of acquisition; (b) certificates of deposit, time deposits, Eurodollar time deposits, bankers' acceptances or overnight bank deposits having maturities of one year or less from the date of acquisition issued by any Lender (as defined in the Second Amended and Restated Credit Agreement dated as of February 24, 2006 (the "**2006 Agreement**")), commercial bank organized under the laws of the United States of America, any state thereof, the District of Columbia, any foreign bank, or its branches or agencies (fully protected against currency fluctuations) having combined capital and surplus of not less than \$500,000,000; (c) commercial paper of an issuer rated at least A-2 by S&P or P-2 by Moody's, or carrying an equivalent rating by a nationally recognized rating agency, if both of the two named rating agencies cease publishing ratings of commercial paper issuers generally, and maturity one year or less from the date of acquisition; (d) repurchase obligations of any Lender (as defined in the 2006 Agreement) or of any commercial bank satisfying the requirements of clause (b) above, having a term of not more than 30 days with respect to securities issued or fully guaranteed or insured by the United States government; (e) securities with maturities of one year or less from the date of acquisition issued or fully guaranteed by any state, commonwealth or territory of the United States, by any political subdivision or taxing authority of any such state, commonwealth or territory or by any foreign government, the securities of which state, commonwealth, territory, political subdivision, taxing authority or foreign government (as the case may be) are rated at least A by S&P or A by Moody's; (f) securities with maturities of one year or less from the date of acquisition backed by standby letters of credit issued by any Lender (as defined in the 2006 Agreement) or any commercial bank satisfying the requirements of clause (b) above; and (g) shares of money market mutual or similar funds which invest exclusively in assets satisfying the requirements of clauses (a) through (f) above."

37. While the Investment Guidelines do not require a corporate surety for investments, they do limit the placement of investments with financially strong entities and require ample diversification. The Debtors believe that as long as their investments are restricted in accordance with the Investment Guidelines, no corporate surety is required to afford protection to creditors.

(2) **Bank Accounts**

38. Many of the Bank Accounts are maintained at banks that have been approved by the United States Trustee for the Southern District of New York (the “**U.S. Trustee**”) as authorized depositories (“**Authorized Depositories**”). Accordingly, the Debtors believe that any funds that are deposited in these accounts are secure and, thus, the Debtors are in compliance with section 345 of the Bankruptcy Code.

39. Certain Bank Accounts, however, are located at non-Authorized Depositories (the “**Non-Approved Bank Accounts**”). The Debtors anticipate that many of these Non-Approved Bank Accounts will contain on average less than \$250,000 in cash, the amount currently insured by the Federal Deposit Insurance Corporation (the “**FDIC**”). For accounts containing an amount less than or equal to \$250,000 — the Debtors believe that such amounts are secure and that they are in compliance with section 345 of the Bankruptcy Code.

40. To the extent funds in the Non-Approved Bank Accounts exceed the amounts insured by the FDIC, the Debtors propose to engage in discussions with the U.S. Trustee to determine what modifications to the Bank Accounts, if any, are necessary under the circumstances. To enable such discussions, if they become necessary, the Debtors request a 45-day extension (or such additional time to which the U.S. Trustee may agree) of the time period in which to either come into compliance with section 345(b) of the Bankruptcy Code or

to make other arrangements that would be acceptable to the U.S. Trustee. The Debtors believe that the benefits of the requested extension far outweigh any harm to the estates. See generally In re Serv. Merchandise Co., Inc., 240 B.R. 894 (Bankr. M.D. Tenn. 1999) (noting that some of the factors to consider in determining whether cause exists “for relief from the strictures of § 345(b)” is whether benefits to the debtor outweigh the harm, if any, to the estate).

41. Bankruptcy courts in this district have granted relief similar to that requested herein. See, e.g., Steve & Barry’s Manhattan LLC, Case No. 08-12579 (ALG) (Bankr. S.D.N.Y. June 30, 2008) [Docket No. 285]; Lexington Precision Corp., Case No. 08-11153 (MG) (Bankr. S.D.N.Y. Apr. 2, 2008) [Docket No. 25]; In re WorldCom, Inc., Case No. 02-13533 (AJG) (Bankr. S.D.N.Y. July 22, 2002) [Docket No. 61]; In re Adelphia Business Solutions, Inc., Case No. 02-11389 (REG) (Bankr. S.D.N.Y. March 27, 2002) [Docket No. 29]; In re Global Crossing Ltd., Case No. 02-40188 (REG) (Bankr. S.D.N.Y. Jan. 28, 2002) [Docket No. 52].

**(3) Authority to Modify the Cash
Management System to the Extent Necessary**

42. If pursuant to the foregoing discussions with the U.S. Trustee it becomes necessary to modify the Cash Management System, the Debtors request authority to make such modifications to the Cash Management System. The Debtors anticipate that the modifications to the Cash Management System may include, without limitation, the opening of new bank or investment accounts and the closing of existing bank and investment accounts.

43. The Debtors request that the Court authorize and direct financial institutions to honor the Debtors’ requests to open or close, as the case may be, the Bank Accounts or additional bank or investment accounts as may be necessary in connection with

the foregoing, provided, however, that any new account shall be with (a) a bank that is insured with the FDIC or the Federal Savings and Loan Insurance Corporation and organized under the laws of the United States or (b) another bank, as may be determined by the Debtors, in consultation with the U.S. Trustee.

**(4) Maintenance of the Debtors' Existing Bank
Accounts and Business Forms Is Warranted**

44. As previously noted, as part of the Cash Management System, the Debtors and their non-debtor affiliates maintain over 800 bank accounts (including sub-accounts) at financial institutions including, but not limited to, those identified on Exhibit B annexed hereto. The Debtors routinely deposit and withdraw funds from the Bank Accounts by checks, wire transfers, and automated clearinghouse transfers ("ACH Transfers").

45. Rigid adherence to the U.S. Trustee's "Operating Guidelines and Reporting Requirements For Debtors in Possession and Trustees" (the "Guidelines") may require, as of the Commencement Date, the closure of many of the Debtors' prepetition Bank Accounts, the opening of new accounts, and the immediate printing of new checks with the full name of the relevant debtor in possession exactly as it appears on the voluntary petition as well as a "Debtor in Possession" and case number designation. The Debtors believe, however, that their transition to chapter 11 will be smoother, less costly, and more orderly, and disruption and harm to their Cash Management System will be minimized, if the Bank Accounts are continued following the commencement of these cases.

46. In other chapter 11 cases, bankruptcy courts have recognized that strict enforcement of the requirement that a debtor in possession close its bank accounts does not serve the rehabilitative process of chapter 11. Accordingly, these courts have waived such requirements and replaced them with alternative procedures similar to those proposed here.

See, e.g., In re Lexington Precision Corp., Case No. 08-11153 (MG) (Bankr. S.D.N.Y. Apr. 2, 2008) [Docket No. 25]; In re PRC, LLC, Case No. 08-10239 (MG) (Bankr. S.D.N.Y. Jan. 25, 2008) [Docket No. 36]; In re Silicon Graphics, Inc., Case No. 06-10977 (BRL) (Bankr. S.D.N.Y. May 10, 2006) [Docket No. 47], (Bankr. S.D.N.Y. July 19, 2006) [Docket. No. 375]; In re Atkins Nutritionals, Inc., Case No. 05-15913 (ALG) (Bankr. S.D.N.Y. Aug. 1, 2005) [Docket No. 36]. Similar authorization is appropriate in these chapter 11 cases.

47. Although the Debtors request that they be allowed to maintain their prepetition Bank Accounts, the Debtors submit that the Banks at which such accounts were kept would be required to adhere to certain guidelines. Specifically, unless otherwise ordered by this Court, no Bank shall honor or pay any check issued on account of a prepetition claim. Further, the Debtors request that unless otherwise specifically agreed to by the relevant Bank, the Debtors are authorized and hereby direct each such Bank to stop payment on, and each such Bank is directed not to honor, any and all checks, drafts, wires or ACH Transfers drawn or issued before the Commencement Date, but presented on or after the Commencement Date, except for payroll checks (the “**Payroll Checks**”) drawn on the accounts set forth on **Exhibit B**, hereof (the “**Payroll Accounts**”), which shall not be subject to a stop payment or be dishonored, provided, however, that the Debtors, to the extent necessary to comply with any order(s) of this Court authorizing payment of certain prepetition claims, shall re-issue after the Commencement Date any checks, drafts, wire transfers, ACH Transfers or other debits issued before the Commencement Date and which are subject to a stop payment and/or have been dishonored, and provided, further, that each such Bank shall pay postpetition amounts equal to the Payroll Checks to the payees or endorsees of such checks by wire transfer or bank check, including any such check, draft, wire transfer, ACH Transfer or other debit relating to

Payroll Accounts that had been dishonored or had a payment stop before the Commencement Date but the Debtors have indicated their intention to such Bank that the check, draft, wire transfer, ACH Transfer or other debit shall be honored and paid. The Debtors shall provide each Bank with the final prepetition check number for checks issued prepetition on all disbursement Bank Accounts (other than the Payroll Accounts) and the check number beginning a new check sequence for use postpetition for the applicable Bank Account, such new check sequence to begin with a number that is at least fifty (50) numbers higher than the last check issued from such account prepetition.

48. The Debtors request that the Banks be authorized and directed to accept and honor and may rely without any investigation on all representations from the Debtors as to which checks, drafts, wire transfers, ACH Transfers or other debits should be honored or dishonored consistent with any order(s) of this Court, whether the checks, drafts, wire transfers, ACH Transfers or other debits are dated prior to, or on or subsequent to the Commencement Date, and whether or such Bank believes the payment is or is not authorized by any order(s) of the Court. Should any Bank, however, honor a prepetition check, draft, wire transfer, ACH Transfer or other debit drawn on a Bank Account (a) at the direction of any of the Debtors to honor such prepetition check or item; (b) in a good faith belief that the Court has authorized such prepetition item to be honored, (c) as a result of an innocent mistake made despite the implementation of customary item handling procedures or (d) consistent with its past practices under the Cash Management System, such Bank shall not be deemed to be, nor shall be liable to, the Debtors or their estates or otherwise in violation of the order associated with this Motion. Further, the Debtors request that the Banks shall have no liability for any operational processing errors which are the result of human error.

49. By preserving business continuity and avoiding disruption and delay to the Debtors' disbursement obligations, including payroll, that would necessarily result from closing the Bank Accounts and opening new accounts, all parties in interest, including employees, vendors, and customers, will be best-served. The confusion that would otherwise result, absent the relief requested herein, would ill-serve the Debtors' rehabilitative efforts.

50. Accordingly, the Debtors respectfully request authority to maintain the Bank Accounts in the ordinary course of business, to continue utilizing the Cash Management System, and to the extent necessary following further discussions with the U.S. Trustee, as modified, to manage cash in a manner consistent with prepetition practices, and to pay any ordinary course bank fees that may be incurred in connection with the Bank Accounts or any other new bank account that may be opened in the ordinary course pursuant to an order of this Court following the Commencement Date.

51. In addition, to minimize expenses, the Debtors further request they be authorized to continue to use their correspondence and business forms, including, but not limited to, purchase orders, letterhead, envelopes, promotional materials, invoices and other business forms (collectively, the "**Business Forms**"), substantially in the forms existing immediately before the Commencement Date, provided, however, that the Debtors shall commence marking the full name of the relevant debtor in possession exactly as it appears on the voluntary petition as well as the term "Debtor in Possession" and the chapter 11 case number under which these cases will be jointly administered on checks they may print subsequent to the Commencement Date and on the wire transfer instructions they may issue subsequent to the Commencement Date.

52. Given the size of the Debtors, and the distinct legal entities they comprise, the Debtors have hundreds, if not thousands, of different Business Forms. The Debtors' Business Forms are "maintained," so to speak, by numerous entities and individuals within the Debtors' business. The Business Forms are used in both ordinary, day-to-day operation, as well as in more sophisticated settings. Requiring the Debtors to revise each of their Business Forms following the commencement of their cases will require extensive coordination among the various subsidiary-level Debtors. This will not only place an undue and onerous burden on the Debtors' and their employees, but will also be very costly for the Debtors. Other cases in this district have granted similar relief to that requested here. See, e.g., In re BearingPoint, Inc., Case No. 09-10691 (REG) (Bankr. S.D.N.Y. Mar. 13, 2009) [Docket No. 221]; In re Young Broadcasting, Inc., Case No. 09-10645 (AJG) (Bankr. S.D.N.Y. Mar. 4, 2009) [Docket No. 68]; In re Apex Silver Mines Ltd., Case No. 09-10182 (JMP) (Bankr. S.D.N.Y. Jan. 22, 2009) [Docket No. 54].

53. If the Debtors are not permitted to maintain and utilize their current Bank Accounts and their existing Business Forms, as described herein, the resulting prejudice will include significant (i) disruption to the Debtors' ordinary financial affairs and business operations, (ii) delay in the administration of the Debtors' estates, and (iii) cost to the estates to set up new systems, open new accounts, and print new business forms. Accordingly, the Debtors submit that the requested relief is justified.

**D. The Debtors Should Be Allowed to Continue
Intercompany Transactions, and Intercompany Claims
Should be Afforded Administrative Expense Priority**

54. As described above, the Cash Management System is similar to those commonly employed by other large corporate enterprises. Funds generated by the parent and

subsidiary Debtors and non-debtors flow into the Main Operating Account. In the ordinary course of their business, such entities engage in intercompany financial transactions (collectively, the “**Intercompany Transactions**”) pursuant to which transfers of cash to and from the applicable bank accounts are routinely made. Consequently, at any point in time, there may be outstanding amounts due and owing among the various Debtors (collectively, the “**Intercompany Claims**”). As noted above, the Debtors will continue to maintain all receipts and disbursements and records of all transfers within the Cash Management System utilized postpetition. In this way, all transfers and transactions will be properly documented, and accurate intercompany balances will be maintained. As a result, the Debtors will be able to accurately document and record the transactions occurring within the Cash Management System, including intercompany transfers, for the benefit of all parties in interest. To ensure that each individual Debtor will not, at the expense of its creditors, fund the operations of an affiliated Debtor, the Debtors respectfully request that pursuant to sections 503(b)(1) and 364(b) of the Bankruptcy Code, all Intercompany Claims arising after the Commencement Date in the ordinary course of business be afforded administrative expense priority such that, ultimately, each entity using funds flowing through the Debtors’ cash management system will be responsible for repayment. Administrative expenses treatment for Intercompany Claims has been granted in other large chapter 11 cases in this and other districts. See, e.g., In re Lyondell, No. 09-10023 (REG) [Docket. No. 1194] (Bankr. S.D.N.Y. Mar. 12, 2009); In re Lehman Bros. Holdings, Inc., Case No. 08-13555 (JMP) (Bankr. S.D.N.Y. Oct. 6, 2008) [Docket No. 1138], (Bankr. S.D.N.Y. Nov. 6, 2008) [Docket No. 1416]; In re Dana Corp., No. 06-10354 (BRL) (Bankr. S.D.N.Y. Mar. 3, 2006) [Docket No. 48] (Bankr. S.D.N.Y. Mar. 29,

2006) [Docket No. 725]; In re Global Crossing, Ltd., No. 02-40188 (Bankr. S.D.N.Y. Jan. 28, 2002) [Docket No. 72], (Bankr. S.D.N.Y. May 17, 2002) [Docket No. 1058].

V.

**COMPLIANCE WITH BANKRUPTCY
RULES 6003 AND WAIVER OF 6004**

55. Pursuant to Bankruptcy Rule 6003, the Debtors respectfully request that the Court enter an interim order granting the Motion. As noted above, the Debtors' business is an integrated business using a centralized cash management system. Absent an order granting the relief requested, the Debtors will not be able to continue to use their Cash Management System, and both Debtors and non-debtors will be affected to their detriment.

56. For the same reasons, and to implement the relief requested successfully, the Debtors also request an order of the Court waiving the requirements of Bankruptcy Rules 6004(a) and 6004(h). Bankruptcy Rule 6004(a) provides that, "[n]otice of a proposed use, sale or lease of property, other than cash collateral, not in the ordinary course of business shall be given pursuant to Rule 2002(a)(2), (c)(1), (i) and (j)." Bankruptcy Rule 2002(a) requires at least 20 days' notice by mail to all creditors and indenture trustees of a "proposed use, sale, or lease of property of the estate other than in the ordinary course of business" unless, for cause shown, the Court shortens such time. To the extent the foregoing Bankruptcy Rules apply to the relief requested in this Motion, for the reasons articulated herein, the Debtors respectfully request that the Court waive the requirements under Bankruptcy Rule 2002(a) and 6004(a) and the ten-day stay provided under Bankruptcy Rule 6004(h).

VI.

NOTICE

57. No trustee, examiner, or statutory creditors' committee has been

appointed in these chapter 11 cases. The Debtors have served notice of this Motion on: (i) the Office of the United States Trustee for the Southern District of New York (Attn: Greg M. Zipes); (ii) the Securities and Exchange Commission; (iii) the Internal Revenue Service; (iv) EuroHypo AG, New York Branch, administrative agent for the lenders to certain of the Debtors under (a) the Second Amended and Restated Credit Agreement dated as of February 24, 2006 and (b) the Loan Agreement, dated as of July 11, 2008, as amended; (v) Deutsche Bank Trust Company Americas, as administrative agent for the lenders to certain of the Debtors under certain Loan Agreements, dated as of January 2, 2008 and February 29, 2009, respectively; (vi) Goldman Sachs Mortgage Company, as administrative agent for the lenders to certain of the Debtors under the Amended and Restated Credit Agreement, dated as of November 3, 2008; (vii) Wilmington Trust, FSB, as indenture trustee under (a) that certain Indenture, dated as of May 5, 2006, and (b) that certain Indenture, dated as of April 16, 2007; (viii) LaSalle Bank National Association and Wilmington Trust, FSB,⁹ as indenture trustee under that certain Junior Subordinated Indenture, dated as of February 24, 2006; (ix) The Bank of New York Mellon Corporation, as indenture trustee under that certain Indenture, dated as of February 24, 1995; (x) those creditors holding the 100 largest unsecured claims against the Debtors' estates (on a consolidated basis) and (xi) the Banks. The Debtors submit that no other or further notice need be provided.

⁹ Wilmington Trust, FSB recently entered into an agreement pursuant to which it will assume the indenture trustee assignments of LaSalle Bank National Association. As of the Commencement Date, the trustee assignment with respect to this indenture has not yet been transferred to Wilmington Trust, FSB; however, Wilmington Trust, FSB will succeed LaSalle Bank National Association as indenture trustee for this series of notes upon the transfer of the trustee assignment.

WHEREFORE the Debtors respectfully request that the Court grant the relief requested herein, enter the proposed order annexed as **Exhibit D** hereto and grant such other and further relief as it deems just and proper.

Dated: April 16, 2009
New York, New York

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Proposed Co-Attorneys for Certain Subsidiary
Debtors and Debtors in Possession

¹⁰ **Please Note:** During the month of April, Kirkland & Ellis (“**K&E**”) is relocating to new offices. Effective April 20, 2009, K&E’s new address and contact information will be: 300 North LaSalle, Chicago, IL 60654. Telephone: (312) 862-2000, Facsimile: (312) 862-2200.

Exhibit A

Debtors

Debtor	Last Four Digits of Federal Tax I.D. No.*	Debtor	Last Four Digits of Federal Tax I.D. No.*
10000 Covington Cross, LLC	N/A	Augusta Mall, LLC	N/A
10000 West Charleston Boulevard LLC	N/A	Augusta Mall Anchor Acquisition, LLC	N/A
10190 Covington Cross, LLC	N/A	Augusta Mall Anchor Holding, LLC	N/A
1120/1140 Town Center Drive, LLC	N/A	Augusta Mall Holding, LLC	N/A
1160/1180 Town Center Drive, LLC	N/A	Austin Mall Limited Partnership	N/A
1201-1281 Town Center Drive, LLC	N/A	Austin Mall, LLC	N/A
1251 Center Crossing, LLC	N/A	Bakersfield Mall, Inc.	N/A
1450 Center Crossing Drive, LLC	N/A	Bakersfield Mall LLC	3084
1451 Center Crossing Drive, LLC	N/A	Baltimore Center Associates Limited Partnership	5598
1551 Hillshire Drive, LLC	N/A	Baltimore Center Garage Limited Partnership	N/A
1635 Village Centre Circle, LLC	N/A	Baltimore Center, LLC	N/A
1645 Village Center Circle, LLC	N/A	Bay City Mall Associates L.L.C.	N/A
9901-9921 Covington Cross, LLC	N/A	Bay Shore Mall II L.L.C.	9502
9950-9980 Covington Cross, LLC	N/A	Bay Shore Mall, Inc.	N/A
Alameda Mall Associates	N/A	Bay Shore Mall Partners	5255
Alameda Mall L.L.C.	N/A	Beachwood Place Holding, LLC	N/A
Apache Mall, LLC	N/A	Beachwood Place Mall, LLC	N/A
Arizona Center Parking, LLC	N/A	Bellis Fair Partners	5992
		Benson Park Business Trust	N/A
		Birchwood Mall, LLC	N/A
		Boise Mall, LLC	N/A
		Boise Town Square Anchor	N/A

* Pursuant to Treasury Regulation section 301.7701-3(b), certain Debtors are disregarded for tax purposes. "N/A" indicates that a separate tax identification number is not required for these Debtors.

Debtor	Last Four Digits of Federal Tax I.D. No.*	Debtor	Last Four Digits of Federal Tax I.D. No.*
Acquisition, LLC		Coronado Center Holding L.L.C.	N/A
Boise Towne Plaza L.L.C.	N/A	Cottonwood Mall, LLC	N/A
Boulevard Associates	7916	Country Hills Plaza, LLC	N/A
Boulevard Mall, Inc.	N/A	Deerbrook Mall, LLC	N/A
Boulevard Mall I LLC	3079	DK Burlington Town Center LLC	N/A
Boulevard Mall II LLC	3080	Eagle Ridge Mall, Inc.	N/A
BTS Properties L.L.C.	N/A	Eagle Ridge Mall, L.P.	1211
The Burlington Town Center LLC	N/A	Eastridge Shopping Center L.L.C.	N/A
Cache Valley, LLC	N/A	Eden Prairie Anchor Building L.L.C.	N/A
Caledonian Holding Company, Inc.	N/A	Eden Prairie Mall, Inc.	N/A
Century Plaza, Inc.	N/A	Eden Prairie Mall L.L.C.	1182
Century Plaza L.L.C.	9142	Elk Grove Town Center L.L.C.	N/A
Champaign Market Place L.L.C.	N/A	Elk Grove Town Center, L.P.	N/A
Chapel Hills Mall L.L.C.	N/A	ER Land Acquisition L.L.C.	N/A
Chattanooga Mall, Inc.	N/A	Fallbrook Square Partners Limited Partnership	N/A
Chico Mall L.L.C.	N/A	Fallbrook Square Partners L.L.C.	N/A
Chico Mall, L.P.	N/A	Fallen Timbers Shops, LLC	N/A
Chula Vista Center, LLC	N/A	Fallen Timbers Shops II, LLC	N/A
Collin Creek Anchor Acquisition, LLC	N/A	Faneuil Hall Marketplace, LLC	N/A
Collin Creek Mall, LLC	N/A	Fashion Place, LLC	N/A
Colony Square Mall L.L.C.	N/A	Fashion Place Anchor Acquisition, LLC	N/A
Columbia Mall L.L.C.	N/A	Fashion Show Mall LLC	N/A
Coronado Center L.L.C.	N/A	Fifty Columbia Corporate Center, LLC	N/A

Debtor	Last Four Digits of Federal Tax I.D. No.*	Debtor	Last Four Digits of Federal Tax I.D. No.*
Forty Columbia Corporate Center, LLC	N/A	GGP Natick Residence LLC	N/A
Fox River Shopping Center, LLC	N/A	GGP Savannah L.L.C.	N/A
Franklin Park Mall, LLC	1736	GGP Village at Jordan Creek L.L.C.	N/A
Franklin Park Mall Company, LLC	N/A	GGP/Homart, Inc.	2784
Gateway Crossing L.L.C.	N/A	GGP/Homart Services, Inc.	2467
Gateway Overlook Business Trust	N/A	GGP-Bay City One, Inc.	N/A
Gateway Overlook II Business Trust	N/A	GGP-Brass Mill, Inc.	N/A
General Growth Properties, Inc.	3895	GGP-Burlington L.L.C.	2109
GGP Acquisition, L.L.C.	N/A	GGP-Canal Shoppes L.L.C.	N/A
GGP Ala Moana L.L.C.	N/A	GGP-Foothills L.L.C.	N/A
GGP Ala Moana Holdings L.L.C.	N/A	GGP-Four Seasons L.L.C.	N/A
GGP American Holdings Inc.	N/A	GGP-Glenbrook L.L.C.	N/A
GGP American Properties Inc.	N/A	GGP-Glenbrook Holding L.L.C.	N/A
GGP General II, Inc.	N/A	GGP-Grandville L.L.C.	6334
GGP Holding, Inc.	0211	GGP-Grandville II L.L.C.	N/A
GGP Holding II, Inc.	7493	GGP-Grandville Land L.L.C.	1990
GGP Holding Services, Inc.	0219	GGP-La Place, Inc.	N/A
GGP Ivanhoe II, Inc.	N/A	GGP-Lakeview Square, Inc.	N/A
GGP Ivanhoe IV Services, Inc.	6959	GGP-Lansing Mall, Inc.	N/A
GGP Jordan Creek L.L.C.	N/A	GGPLP, L.L.C.	9491
GGP Kapiolani Development L.L.C.	N/A	GGP-Maine Mall L.L.C.	N/A
GGP Knollwood Mall, LP	1685	GGP-Maine Mall Holding L.L.C.	N/A
GGP Limited Partnership	6121	GGP-Maine Mall Land L.L.C.	N/A
		GGP-Mall of Louisiana, L.P.	7204

Debtor	Last Four Digits of Federal Tax I.D. No.*	Debtor	Last Four Digits of Federal Tax I.D. No.*
GGP-Mint Hill L.L.C.	N/A	HHP Government Services, Limited Partnership	5387
GGP-Moreno Valley, Inc.	N/A	Hickory Ridge Village Center, Inc.	N/A
GGP-Newgate Mall, LLC	N/A	HMF Properties, LLC	N/A
GGP-NewPark, Inc.	N/A	Ho Retail Properties I Limited Partnership	6769
GGP-NewPark L.L.C.	N/A	Ho Retail Properties II Limited Partnership	N/A
GGP-North Point, Inc.	N/A	Hocker Oxmoor, LLC	N/A
GGP-North Point Land L.L.C.	N/A	Hocker Oxmoor Partners, LLC	N/A
GGP-Pecanland, Inc.	N/A	Howard Hughes Canyon Pointe Q4, LLC	N/A
GGP-Pecanland, L.P.	0863	The Howard Hughes Corporation	8800
GGP-Pecanland II, L.P.	0891	Howard Hughes Properties, Inc.	8603
GGP-Redlands Mall L.L.C.	N/A	Howard Hughes Properties, Limited Partnership	3933
GGP-Redlands Mall, L.P.	N/A	Howard Hughes Properties IV, LLC	N/A
GGP-South Shore Partners, Inc.	N/A	Howard Hughes Properties V, LLC	N/A
GGP-Steeplegate, Inc.	N/A	HRD Parking, Inc.	N/A
GGP-Tucson Land L.L.C.	N/A	HRD Remainder, Inc.	N/A
GGP-Tucson Mall L.L.C.	N/A	Hulen Mall, LLC	N/A
GGP-UC L.L.C.	N/A	The Hughes Corporation	4858
Grand Canal Shops II, LLC	N/A	Kapiolani Condominium Development, LLC	N/A
Grandville Mall, Inc.	N/A	Kapiolani Retail, LLC	N/A
Grandville Mall II, Inc.	N/A	Knollwood Mall, Inc.	N/A
Greengate Mall, Inc.	8940	La Place Shopping, L.P.	N/A
Greenwood Mall Land, LLC	N/A	Lakeside Mall Holding, LLC	7441
Harbor Place Associates Limited Partnership	8763		
Harborplace Borrower, LLC	N/A		

Debtor	Last Four Digits of Federal Tax I.D. No.*	Debtor	Last Four Digits of Federal Tax I.D. No.*
Lakeside Mall Property, LLC	N/A	MSM Property L.L.C.	2929
Lakeview Square Limited Partnership	8376	Natick Retail, LLC	N/A
Land Trust No. 89433	N/A	New Orleans Riverwalk Associates	0856
Land Trust No. 89434	N/A	New Orleans Riverwalk Limited Partnership	1645
Land Trust No. FHB-TRES 200601	N/A	Newgate Mall Land Acquisition, LLC	N/A
Land Trust No. FHB-TRES 200602	N/A	Newpark Anchor Acquisition, LLC	N/A
Landmark Mall L.L.C.	N/A	NewPark Mall L.L.C.	N/A
Lansing Mall Limited Partnership	8373	North Plains Mall, LLC	N/A
Lincolnshire Commons, LLC	N/A	North Star Anchor Acquisition, LLC	N/A
Lockport L.L.C.	5991	North Star Mall, LLC	N/A
Lynnhaven Holding L.L.C.	N/A	North Town Mall, LLC	N/A
Lynnhaven Mall L.L.C.	N/A	Northgate Mall L.L.C.	N/A
Majestic Partners-Provo, LLC	N/A	NSMJV, LLC	9431
Mall of Louisiana Holding, Inc.	N/A	Oakwood Hills Mall, LLC	N/A
Mall of Louisiana Land, LP	N/A	Oakwood Shopping Center Limited Partnership	9385
Mall of Louisiana Land Holding, LLC	N/A	Oglethorpe Mall L.L.C.	N/A
Mall of the Bluffs, LLC	N/A	Oklahoma Mall L.L.C.	8382
Mall St. Matthews Company, LLC	N/A	OM Borrower, LLC	N/A
Mall St. Vincent, Inc.	N/A	One Willow Company, LLC	N/A
Mall St. Vincent, L.P.	6370	Orem Plaza Center Street, LLC	N/A
Mayfair Mall, LLC	N/A	Owings Mills Limited Partnership	N/A
MSAB Holdings, Inc.	N/A	Park Mall, Inc.	N/A
MSAB Holdings L.L.C.	7198	Park Mall L.L.C.	8169

Debtor	Last Four Digits of Federal Tax I.D. No.*	Debtor	Last Four Digits of Federal Tax I.D. No.*
Park Square Limited Partnership	N/A	LLC	
Parke West, LLC	N/A	RASCAP Realty, Ltd.	N/A
Parkside Limited Partnership	N/A	Redlands Land Acquisition Company L.L.C.	N/A
Parkview Office Building Limited Partnership	N/A	Redlands Land Acquisition Company LP	N/A
PDC Community Centers L.L.C.	N/A	Redlands Land Holding L.L.C.	N/A
PDC-Eastridge Mall L.L.C.	N/A	Ridgedale Center, LLC	N/A
PDC-Red Cliffs Mall L.L.C.	N/A	Rio West L.L.C.	N/A
Peachtree Mall L.L.C.	N/A	River Falls Mall, LLC	N/A
Pecanland Anchor Acquisition, LLC	N/A	River Hills Land, LLC	N/A
Phase II Mall Subsidiary, LLC	N/A	River Hills Mall, LLC	N/A
Piedmont Mall, L.L.C.	N/A	Rogue Valley Mall L.L.C.	N/A
Pierre Bossier Mall, LLC	N/A	Rogue Valley Mall Holding L.L.C.	N/A
Pine Ridge Mall L.L.C.	N/A	Rouse LLC	N/A
Pines Mall Partners	2185	The Rouse Company LP	N/A
Pioneer Office Limited Partnership	4181	The Rouse Company at Owings Mills, LLC	N/A
Pioneer Place Limited Partnership	4180	The Rouse Company BT, LLC	N/A
Price Development Company, Limited Partnership	N/A	The Rouse Company of Florida, LLC	N/A
Price Development TRS, Inc.	8038	The Rouse Company of Louisiana, LLC	N/A
Price Financing Partnership, L.P.	N/A	The Rouse Company of Michigan, LLC	N/A
Price GP L.L.C.	N/A	The Rouse Company of Minnesota, LLC	N/A
Price-ASG L.L.C.	N/A	The Rouse Company of Ohio, LLC	N/A
Prince Kuhio Plaza, Inc.	N/A	The Rouse Company Operating Partnership LP	N/A
Providence Place Holdings,	N/A	Rouse F.S., LLC	9886

Debtor	Last Four Digits of Federal Tax I.D. No.*	Debtor	Last Four Digits of Federal Tax I.D. No.*
Rouse Office Management of Arizona, LLC	N/A	Saint Louis Land L.L.C.	N/A
Rouse Providence LLC	N/A	Seaport Marketplace, LLC	N/A
Rouse Ridgedale, LLC	N/A	Seaport Marketplace Theatre, LLC	N/A
Rouse Ridgedale Holding, LLC	N/A	Sierra Vista Mall, LLC	N/A
Rouse SI Shopping Center, LLC	N/A	Sikes Senter, LLC	N/A
Rouse Southland, LLC	N/A	Silver Lake Mall, LLC	N/A
Rouse-Arizona Center, LLC	N/A	Sixty Columbia Corporate Center, LLC	N/A
Rouse-Arizona Retail Center Limited Partnership	4885	Sooner Fashion Mall L.L.C.	N/A
Rouse-Fairwood Development Corporation	9217	South Shore Partners, L.P.	6053
Rouse-New Orleans, LLC	N/A	South Street Seaport Limited Partnership	N/A
Rouse-Oakwood Shopping Center, LLC	N/A	Southlake Mall L.L.C.	N/A
Rouse-Orlando, LLC	N/A	Southland Center, LLC	N/A
Rouse-Phoenix Cinema, LLC	N/A	Southland Center Holding, LLC	N/A
Rouse-Phoenix Corporate Center Limited Partnership	N/A	Southland Mall, Inc.	N/A
Rouse-Phoenix Development Company, LLC	N/A	Southland Mall, L.P.	1889
Rouse-Phoenix Master Limited Partnership	5092	Southwest Denver Land L.L.C.	N/A
Rouse-Phoenix Theatre Limited Partnership	N/A	Southwest Plaza L.L.C.	N/A
Rouse-Portland, LLC	N/A	Spring Hill Mall L.L.C.	N/A
RS Properties Inc.	N/A	St. Cloud Land L.L.C.	N/A
Saint Louis Galleria L.L.C.	N/A	St. Cloud Mall L.L.C.	N/A
Saint Louis Galleria Anchor Acquisition, LLC	N/A	St. Cloud Mall Holding L.L.C.	N/A
Saint Louis Galleria Holding L.L.C.	N/A	Stonestown Shopping Center L.L.C.	N/A
		Stonestown Shopping Center, L.P.	N/A

Debtor	Last Four Digits of Federal Tax I.D. No.*	Debtor	Last Four Digits of Federal Tax I.D. No.*
Summerlin Centre, LLC	N/A	Victoria Ward Services, Inc.	8057
Summerlin Corporation	5927	The Village of Cross Keys, LLC	N/A
Three Rivers Mall L.L.C.	N/A	Visalia Mall L.L.C.	N/A
Three Willow Company, LLC	N/A	Visalia Mall, L.P.	N/A
Town East Mall, LLC	N/A	Vista Commons, LLC	N/A
Tracy Mall, Inc.	N/A	Vista Ridge Mall, LLC	N/A
Tracy Mall Partners, L.P.	7674	VW Condominium Development, LLC	N/A
Tracy Mall Partners I L.L.C.	9500	Ward Gateway-Industrial-Village, LLC	N/A
Tracy Mall Partners II, L.P.	9495	Ward Plaza-Warehouse, LLC	N/A
TRC Co-Issuer, Inc.	0460	Weeping Willow RNA, LLC	N/A
TRC Willow, LLC	N/A	West Kendall Holdings, LLC	N/A
Tucson Anchor Acquisition, LLC	N/A	Westwood Mall, LLC	N/A
TV Investment, LLC	N/A	White Marsh General Partnership	N/A
Two Arizona Center, LLC	N/A	White Marsh Mall Associates	N/A
Two Willow Company, LLC	N/A	White Marsh Mall LLC	N/A
Tysons Galleria L.L.C.	N/A	White Marsh Phase II Associates	N/A
U.K.-American Properties, Inc.	N/A	White Mountain Mall, LLC	N/A
Valley Hills Mall, Inc.	N/A	Willow SPE, LLC	N/A
Valley Hills Mall L.L.C.	6809	Willowbrook II, LLC	N/A
Valley Plaza Anchor Acquisition, LLC	N/A	Willowbrook Mall, LLC	N/A
VCK Business Trust	N/A	Woodbridge Center Property, LLC	N/A
Victoria Ward Center L.L.C.	N/A	The Woodlands Mall Associates, LLC	N/A
Victoria Ward Entertainment Center, L.L.C.	N/A		
Victoria Ward, Limited	7590		

Exhibit B
Bank Accounts

Account Title	Bank Name	Last 4 Digits of Bank Account #	Account Type	Bank Contact Person	Address	City	State	Zip
Piedmont Mall Gift Certificate Account	American National Bank	0501	Gift Certificate	Karen McGuire	455 Mount Cross Road	Danville	VA	24540
GGP Limited Partnership Prince Kuhio Plaza	American Savings Bank	9384	Local Depository	Patricia Thomas	1001 Bishop Street, 25th Floor	Honolulu	HI	96804
GGP Limited Partnership Prince Kuhio Plaza	American Savings Bank	9384	Local Depository	Patricia Thomas	1001 Bishop Street, 25th Floor	Honolulu	HI	96804
Fox River Shopping Center Gift Certificate	Associated Bank	7241	Gift Certificate	Connie Staszak	1501 N. Casaloma Drive	Appleton	WI	54913
Fox River Shopping Center Partners	Associated Bank	0389	Local Depository	Connie Staszak	1501 N. Casaloma Drive	Appleton	WI	54913
Market Place Shopping Center	Bank Champaign	9647	Local Depository	Sharon Armstrong	#5 Convenience Center Road	Champaign	IL	61821
Market Place Shopping Center General Growth Management, Inc Gift Certificate Account	Bank Champaign	9639	Gift Certificate	Sharon Armstrong	#5 Convenience Center Road	Champaign	IL	61821
Baltimore Center Garage Limited Partnership	Bank of America	5365	Garage	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
BOA MSTR SVCR For LaSalle BK TTEE for Reg Hldrs of BACM Comlmtg Pass thru Cert Ser 2003-1-Rogue Valley	Bank of America	1810	Lender Depository	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
BOA MSTR SVCR For LaSalle BK TTEE for Reg Hldrs of BACM Comlmtg Pass thru Cert Ser 2003-1-Rogue Valley	Bank of America	1811	Lenders Operating	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
General Growth Management, Inc. - Boise Towne Square	Bank of America	2937	Gift Certificate	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
GGP Holding II LLC	Bank of America	9435	Local Depository	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
GGP Holding II, Inc.	Bank of America	8163	Controlled Disbursement	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
GGP Holding II, Inc.	Bank of America	6308	Disbursement	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
GGP Holding, Inc.	Bank of America	8187	Controlled Disbursement	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
GGP Holding, Inc.	Bank of America	6341	Disbursement	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
GGP Homart Inc. (Newpark Mall)	Bank of America	9638	Local Depository	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
GGP Limited Partnership	Bank of America	6285	Disbursement	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
GGP Limited Partnership	Bank of America	6333	Payroll	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
GGP Limited Partnership - Lynnhaven Mall	Bank of America	6924	Gift Certificate	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
GGP Limited Partnership - Rogue Valley Gift Cert.	Bank of America	6519	Gift Certificate	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
GGP Limited Partnership - Rogue Valley Mall	Bank of America	9743	Local Depository	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
GGP Limited Partnership - Tucson Mall	Bank of America	5216	Local Depository	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
GGP Limited Partnership - Visalia Mall	Bank of America	5230	Local Depository	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
GGP Limited Partnership (Moreno Valley)	Bank of America	5460	Local Depository	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
GGP Limited Partnership (NorthPoint Mall)	Bank of America	8877	Gift Card	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
GGP Limited Partnership (Northtown Mall)	Bank of America	4947	Local Depository	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
GGP Limited Partnership (Valley Plaza Mall)	Bank of America	3867	Local Depository	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
GGP Limited Partnership Saint Louis Galleria	Bank of America	8550	Local Depository	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
GGP Limited Partnership Saint Louis Galleria GC	Bank of America	8456	Gift Certificate	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
GGP Limited Partnership Salem Center	Bank of America	8470	Local Depository	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
GGP Partnership for the benefit of Bank of America Merchant Services	Bank of America	7523	Merchant Service	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
GGP/Homart, Inc.	Bank of America	8149	Controlled Disbursement	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
GGP/Homart, Inc.	Bank of America	6266	Disbursement	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
GGP/Homart, Inc., Deerbrook Mall	Bank of America	9593	Controlled Capital Reserve	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
GGP/Homart, Inc., Deerbrook Mall	Bank of America	9593	Controlled Cash Management	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255

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Exhibit B - Bank Accounts
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Account Title	Bank Name	Last 4 Digits of Bank Account #	Account Type	Bank Contact Person	Address	City	State	Zip
GGP/Homart, Inc., Deerbrook Mall	Bank of America	9593	Controlled Event of Default Reserve	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
GGP/Homart, Inc., Deerbrook Mall	Bank of America	9593	Controlled Loss Proceeds	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
GGP/Homart, Inc., Deerbrook Mall	Bank of America	9593	Controlled Tax & Ins Escrow	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
GGP/Homart, Inc., Deerbrook Mall	Bank of America	9593	Controlled TI/LC Reserve	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
Howard Hughes Properties, Inc.	Bank of America	6303	Disbursement	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
Neighborhood Box Office	Bank of America	5112	Gift Certificate	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
Park Mall	Bank of America	7036	Gift Certificate	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
Pines Mall Limited Partnership	Bank of America	9551	Local Depository	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
Price Development Co Limited SLM - Depository	Bank of America	2401	Local Depository	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
Rouse-Fairwood Development Corporation	Bank of America	6327	Disbursement	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
The Howard Research and Development Corporation	Bank of America	6322	Disbursement	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
The Hughes Corporation	Bank of America	6280	Disbursement	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
US Prime Property Inc.	Bank of America	9902	Local Depository	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
Victoria Ward, Ltd.	Bank of America	8168	Controlled Disbursement	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
Victoria Ward Center LLC - Victoria Ward Entertainment Center	Bank of Hawaii	1775	Lenders Depository	Darlene Maroglio	130 Merchant Street; 20th Floor, Suite 2030	Honolulu	HI	96812-4426
Victoria Ward Ltd.	Bank of Hawaii	9950	Investment	Darlene Maroglio	130 Merchant Street; 20th Floor, Suite 2030	Honolulu	HI	96812-4426
Victoria Ward, Limited	Bank of Hawaii	6166	Gift Certificate	Darlene Maroglio	130 Merchant Street; 20th Floor, Suite 2030	Honolulu	HI	96812-4426
Victoria Ward, Limited	Bank of Hawaii	2100	Gift Certificate	Darlene Maroglio	130 Merchant Street; 20th Floor, Suite 2030	Honolulu	HI	96812-4426
Victoria Ward, Limited	Bank of Hawaii	0021	Operating	Darlene Maroglio	130 Merchant Street; 20th Floor, Suite 2030	Honolulu	HI	96812-4426
Ward Gateway-Industrial-Village, Collection Account FBO Bank of America NA as Mortgagee	Bank of Hawaii	3375	Lenders Depository	Darlene Maroglio	130 Merchant Street; 20th Floor, Suite 2030	Honolulu	HI	96812-4426
Ward Plaza-Warehouse, LLC Lockbox Account FBO Goldman Sachs Commercial Mortgage Capital LP as Mortgagee	Bank of Hawaii	3367	Lenders Depository	Darlene Maroglio	130 Merchant Street; 20th Floor, Suite 2030	Honolulu	HI	96812-4426
GGP Limited Partnership (Oakwood Center)	Bank of Louisiana	4604	Local Depository	Sherry McElroy	197 Westbank Expressway	Gretna	LA	70056
HO Retail Properties II	Bank of Oklahoma	2796	Gift Certificate	John Bartell	3815 Southeast Frank Philips Blvd	Bartlesville	OK	74006
HQ Retail Properties II, LP	Bank of Oklahoma	6531	Local Depository	John Bartell	3815 Southeast Frank Philips Blvd	Bartlesville	OK	74006
Mayfair Property, Inc.	BankMutual	0486	Local Depository	Melissa Osowski	4949 W Brown Deer Road; PO Box 23988	Brown Deer	WI	53223-0988
GGP Limited Partnership (Mall St Matthews)	BB&T Bank	8310	Local Depository	Barbara Stacey	4507 Shelbyville Road	Louisville	KY	40207
Columbia Mall LLC	Boone County National Bank	5706	Local Depository	Mark Woodward	720 E Broadway, PO Box 678	Columbia	MO	65205-0678
GGP Limited Partnership (RiverTown Crossings Gift Certificate) old	Byron Center State Bank	7053	Gift Certificate	Rob Arnoys	2445 84th St SW	Byron Center	MI	49315
GGP Limited Partnership RiverTown Crossings Mall	Byron Center State Bank	5010	Local Depository	Rob Arnoys	2445 84th St SW	Byron Center	MI	49315
GGP/Homart, Inc	Chemical Bank & Trust Company	5941	Local Depository	Kelly Feinauer	213 Center Avenue; P.O. Box 69	Bay City	MI	48707-9950
GGP Limited Partnership - Burlington Town Center G.C.	Chittenden Bank	1574	Gift Certificate	Paula Coletti	Two Burlington Square	Burlington	VT	05402
GGP Limited Partnership - Burlington Town Center Local Depository	Chittenden Bank	1566	Local Depository	Paula Coletti	Two Burlington Square	Burlington	VT	05402
GGP/Homart, Inc	Citizens Bank	5976	Local Depository	Jim Carrigan	188 Loudon Road	Concord	NH	03301
Rouse Providence LLC	Citizens Bank	7103	Gift Certificate	David Simmons	126 Providence Place	Providence	RI	02903
Rouse Providence LLC	Citizens Bank	6247	Parking Garage	David Simmons	126 Providence Place	Providence	RI	02903
Price Development Company LP	Citizens Bank of Clovis	1201	Local Depository	Pauline Weaver	PO Box 1629	Clovis	NM	88102-9974

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Account Title	Bank Name	Last 4 Digits of Bank Account #	Account Type	Bank Contact Person	Address	City	State	Zip
General Growth Management Inc as agent for Birchwood Mall	Citizens First Savings Bank	0068	Local Depository	Sandra Conant	525 Water Street; PO Box 5012	Port Huron	MI	48060-5012
Bayshore Mall	Coast Central Credit Union	4531	Gift Certificate	Danielle Ray	2650 Harrison Avenue	Eureka	CA	95501
Bayshore Mall Limited Partnership	Coast Central Credit Union	8315	Local Depository	Danielle Ray	2650 Harrison Avenue	Eureka	CA	95501
General Growth Management, Inc. Peachtree Mall	Columbus Bank & Trust	7957	Gift Certificate	Daniel Stone	P.O. Box 120	Columbus	GA	31902
GGP/Homart (Vista Ridge)	Compass Bank	3863	Local Depository	Sofie Roshani	484 E FM 3040	Lewisville	TX	75067
GGP Limited Partnership	Evergreen Investments	2048	Investment	Meredith Ashwell	401 S. Tryon Street	Charlotte	NC	28202
GGP Limited Partnership - Spring Hill Mall	First American Bank	9701	Local Depository	Jill Mills	261 S. Western Avenue	Carpenters	IL	60110
GGP Limited Partnership (Spring Hill Mall)	First American Bank	9703	Gift Certificate	Jill Mills	261 S. Western Avenue	Carpenters	IL	60110
GGP Ala Moana LLC	First Hawaiian Bank	5057	Gift Certificate	Steve Williams	PO Box 3200	Honolulu	HI	96847
GGP Ala Moana LLC	First Hawaiian Bank	3004	Gift Certificate	Steve Williams	PO Box 3200	Honolulu	HI	96847
GGP Ala Moana LLC	First Hawaiian Bank	4071	Gift Certificate	Steve Williams	PO Box 3200	Honolulu	HI	96847
GGP Ala Moana LLC	First Hawaiian Bank	5057	Gift Certificate	Steve Williams	PO Box 3200	Honolulu	HI	96847
GGP Ala Moana LLC	First Hawaiian Bank	2748	Operating	Steve Williams	1580 Kapiolani Blvd	Honolulu	HI	96814
GGP Ala Moana LLC (3)	First Hawaiian Bank	3876	Gift Certificate	Steve Williams	PO Box 3200	Honolulu	HI	96847
GGP Ala Moana LLC for benefit of Secore Financial Corp as Mortgagee	First Hawaiian Bank	5763	Lenders Depository	Steve Williams	PO Box 3200	Honolulu	HI	96847
GGP Limited Partnership	First Hawaiian Bank	4151	Client Services	Steve Williams	1580 Kapiolani Blvd	Honolulu	HI	96814
GGP Limited Partnership (Eastridge Mall)	First Interstate Bank	4222	Local Depository	Lori Anderson	521 SE Wyoming Blvd.	Casper	WY	82609-4220
GGP Limited Partnership	First Tennessee Bank	7471	Local Depository	Lisa Clayton	12 Northgate Park	Chattanooga	TN	37415
GGP Limited Partnership	Goldman Sachs	6837	Investment	Greg Romano	4900 Sears Tower	Chicago	IL	60606
GGP Limited Partnership	Goldman Sachs	6838	Investment	Greg Romano	4900 Sears Tower	Chicago	IL	60606
GGP/Homart, Inc.	Goldman Sachs	6820	Investment	Greg Romano	4900 Sears Tower	Chicago	IL	60606
GGP/Homart, Inc.	Goldman Sachs	6819	Investment	Greg Romano	4900 Sears Tower	Chicago	IL	60606
General Growth Management, Inc.	Huntington	5540	Gift Certificate	Christine Carlson	PO Box 1220, Attn: MI372	Traverse City	MI	49685-9883
General Growth Management, Inc.	Huntington	6073	Local Depository	Christine Carlson	PO Box 1220, Attn: MI372	Traverse City	MI	49685-9883
Colony Square Partners	Huntington Bank	2444	Local Depository	Josh Caudill	2801 Maple Ave	Zanesville	OH	43701
General Growth Properties (Colony Square Mall)	Huntington Bank	3763	Lottery	Chanda Carpenter	80 Sunrise Ctr	Zanesville	OH	43702
GGP Limited Partnership (North Star Mall)	International Bank of Commerce	6457	Local Depository	Angie Saenz	7400 San Pedro Ave. Suite 608	San Antonio	TX	78216
GGP Inc. Bank Control acct for Howard H Cremens	JP Morgan	2267	Money Market - Escrow	Ms. Vespyr S. Nadolny	201 North Central 14th Floor AZ1-1240	Phoenix	AZ	85004
GGP Inc. Bank Control acct for John V Howard	JP Morgan	2275	Money Market - Escrow	Ms. Vespyr S. Nadolny	201 North Central 14th Floor AZ1-1240	Phoenix	AZ	85004
Atlantic Freeholds II (Town East Mall)	JP Morgan Chase	9583	Local Depository	Albert Jasani	420 W. Van Buren 5th floor	Chicago	IL	60606
Boise Mall LLC	JP Morgan Chase	3207	Lenders Depository	Albert Jasani	420 W. Van Buren 5th floor	Chicago	IL	60606

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Account Title	Bank Name	Last 4 Digits of Bank Account #	Account Type	Bank Contact Person	Address	City	State	Zip
Boise Mall LLC or by Pacific Life Insurance Co as Servicer for Comm 2001 - J1 Acct	JP Morgan Chase	8526	Lenders Depository	Albert Jasani	420 W. Van Buren 5th floor	Chicago	IL	60606
Colony Square Mall	JP Morgan Chase	7638	Gift Certificate	Albert Jasani	420 W. Van Buren 5th floor	Chicago	IL	60606
GGP Limited Partnership	JP Morgan Chase	7840	Operating	Albert Jasani	420 W. Van Buren 5th floor	Chicago	IL	60606
GGP Limited Partnership - Glenbrook Square Mall	JP Morgan Chase	4060	Local Depository	Albert Jasani	420 W. Van Buren 5th floor	Chicago	IL	60606
GGP Limited Partnership (Fashion Place)	JP Morgan Chase	2419	Local Depository	Albert Jasani	420 W. Van Buren 5th floor	Chicago	IL	60606
GGP Limited Partnership Glenbrook Square Mall	JP Morgan Chase	4243	Gift Certificate	Albert Jasani	420 W. Van Buren 5th floor	Chicago	IL	60606
JPMC as E A for Visalia Mall Lehman T&I	JP Morgan Chase	9905	T&I Escrow	Albert Jasani	420 W. Van Buren 5th floor	Chicago	IL	60606
Landau & Heyman of Louisiana, Inc. managing agent for Pecanland Mall	JP Morgan Chase	7989	Gift Certificate	Albert Jasani	420 W. Van Buren 5th floor	Chicago	IL	60606
PDC Community Center L.L.C. for the benefit of Morgan Stanley Mortgage Capital Inc.	JP Morgan Chase	3272	Lenders Depository	Albert Jasani	420 W. Van Buren 5th floor	Chicago	IL	60606
Pecanland Mall	JP Morgan Chase	7220	Local Depository	Albert Jasani	420 W. Van Buren 5th floor	Chicago	IL	60606
The Woodlands Mall Associates	JP Morgan Chase	4324	Gift Certificate	Albert Jasani	420 W. Van Buren 5th floor	Chicago	IL	60606
The Woodlands Mall Associates	JP Morgan Chase	2488	Local Depository	Albert Jasani	420 W. Van Buren 5th floor	Chicago	IL	60606
University Crossing L.L.C Gateway Crossing L.L.C. for the benefit of Morgan Stanley Mortgage Capital Inc.	JP Morgan Chase	3256	Lenders Depository	Albert Jasani	420 W. Van Buren 5th floor	Chicago	IL	60606
Visalia Mall LLC	JP Morgan Chase	8590	Lenders Depository	Albert Jasani	420 W. Van Buren 5th floor	Chicago	IL	60606
General Growth Management, Inc. - Burlington Town Center	Key Bank	6680	Garage	Bernie Avondet				
GGP LTD Partnership	Key Bank	5866	Local Depository	Jessica Lembo	P.O. Box 22114	Albany	NY	12201-2114
Bellis Fair Mall	Key Bank of Washington	5320	Gift Card	Jessica Lembo	180 Telegraph Road	Bellingham	WA	98226
Bay City Mall Associates	LaSalle Bank	6858	Lenders Depository	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
GGP Limited Partnership	LaSalle Bank	5666	Controlled Disbursement	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
GGP Limited Partnership	LaSalle Bank	13.1	Trust	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
GGP Limited Partnership-LC Debit Account	LaSalle Bank	3384	LC fees	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
GGP/Homart, Inc.	LaSalle Bank	6957	Corp Depository	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
GGP-Brass Mill, Inc.	LaSalle Bank	6841	Lenders Depository	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
GGP-Deerbrook, L.P.	LaSalle Bank	6833	Lenders Depository	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
GGP-Moreno Valley, Inc.	LaSalle Bank	6817	Lenders Depository	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
GGP-North Point, Inc	LaSalle Bank	7074	Lenders Depository	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
GGP-Steeplegate, Inc.	LaSalle Bank	6791	Lenders Depository	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
HO Retail Properties II, LP for the benefit of Eurohypo AG, as mortgagee	LaSalle Bank	6973	Lenders Depository	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
Howard Hughes Properties, Inc	LaSalle Bank	5682	Controlled Disbursement	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
Lakeside Mall	LaSalle Bank	2123	Local Depository	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
New Park Associates	LaSalle Bank	6173	Lenders Depository	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
Newgate Mall LLC	LaSalle Bank	6809	Lenders Depository	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
The Hughes Corporation	LaSalle Bank	5674	Controlled Disbursement	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
The Woodlands Mall Associates	LaSalle Bank	5049	Lenders Depository	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
Tysons Galleria LLC	LaSalle Bank	6783	Lenders Depository	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
Vista Ridge Joint Venture	LaSalle Bank	6181	Lenders Depository	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
Fashion Show Expansion LLC	M&T Bank	1200	General	Matt Lind	25 S Charles Street, 17th Floor	Baltimore	MD	21201
GGP Limited Partnership	M&T Bank	3816	Investment	Matt Lind	25 S Charles Street, 17th Floor	Baltimore	MD	21201
GGP Limited Partnership	M&T Bank	0823	Lockbox Receipts	Matt Lind	25 S Charles Street, 17th Floor	Baltimore	MD	21201
GGP Limited Partnership (Owings Mills)	M&T Bank	4656	Local Depository	Matt Lind	25 S Charles Street, 17th Floor	Baltimore	MD	21201
HHP Government Services, LP	M&T Bank	2768	Operating	Matt Lind	25 S Charles Street, 17th Floor	Baltimore	MD	21201

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Account Title	Bank Name	Last 4 Digits of Bank Account #	Account Type	Bank Contact Person	Address	City	State	Zip
Howard Hughes Properties Inc. - Land Accounting	M&T Bank	4253	Land Wire Receipts	Matt Lind	25 S Charles Street, 17th Floor	Baltimore	MD	21201
Howard Hughes Properties, Inc	M&T Bank	2661	Operating	Matt Lind	25 S Charles Street, 17th Floor	Baltimore	MD	21201
Howard Hughes Properties, LP	M&T Bank	2602	Operating	Matt Lind	25 S Charles Street, 17th Floor	Baltimore	MD	21201
Rouse-Fairwood Development LP	M&T Bank	6211	General	Matt Lind	25 S Charles Street, 17th Floor	Baltimore	MD	21201
The Hughes Corporation	M&T Bank	2645	Operating	Matt Lind	25 S Charles Street, 17th Floor	Baltimore	MD	21201
THE HUGHES CORPORATION - LAND ACCOUNTING	M&T Bank	4261	Land Wire Receipts	Matt Lind	25 S Charles Street, 17th Floor	Baltimore	MD	21201
Lansing Mall	National City Bank	9584	Gift Certificate	Tony Griffin	6400 W. Saginaw St.	Lansing	MI	48917
Lansing Mall	National City Bank	8859	Local Depository	Tony Griffin	6400 W. Saginaw St.	Lansing	MI	48917
Oxmoor Center	PNC Bank	5231	Local Depository	Robyn Parrino	8000 Shelbyville Road	Louisville	KY	40222
GGP Limited Partnership (Staten Island Mall)	Sovereign Bank	1493	Local Depository	Rita Costanzo	2655 Richmond Ave	Staten Island	NY	10314
GGP/Homart, Inc	Sterling Bank	3953	Gift Certificate	Customer Service	111 FM 1960 E Bypass; PO Box 3000	Humble	TX	77338
GGP/Homart, Inc	Sterling Bank	7474	Local Depository	Customer Service	111 FM 1960 E Bypass; PO Box 3000	Humble	TX	77338
General Growth Management, Inc - Eagle Ridge Mall	SunTrust Bank	7936	Local Depository	BiBi Moonab	2011 State Road 60 East	Lake Wales	FL	33898
GGP Limited Partnership (Eagle Ridge Mall)	SunTrust Bank	1803	Gift Certificate	BiBi Moonab	2011 State Road 60 East	Lake Wales	FL	33898
GGP Limited Partnership-The Maine Mall	TD Banknorth	9805	Gift Certificate	Julia O'Brien	250 Maine Mall Road	South Portland	ME	04106
GGP Limited Partnership-The Maine Mall	TD Banknorth	9730	Local Depository	Julia O'Brien	250 Maine Mall Road	South Portland	ME	04106
GGP/Homart, Inc	TD Banknorth	0608	Gift Certificate	Marha McGowan	277 Sheept Davis Road	Concord	NH	03301
GGP Limited Partnership - Chico Mall	Tri Counties Bank	0841	Local Depository	Lonnie Steedman	1950 E. 20th Street, Suite 725	Chico	CA	95928
GGP Limited Partnership - Chico Mall Gift Certificate	Tri Counties Bank	0853	Gift Certificate	Lonnie Steedman	1950 E. 20th Street, Suite 725	Chico	CA	95928
Augusta Mall, LLC	US Bank	8439	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Bakersfield Mall LLC & RASCAP Realty Ltd. FBO Secor Financial Corp as Mortgagee	US Bank	3980	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Birchwood Mall, LLC	US Bank	2022	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Boulevard Associates	US Bank	3964	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Cache Valley, LLC	US Bank	2361	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Champaign Market Place LLC FBO LaSalle Bank NA as Trustee of Holders of Bear Stearns Com. Mortgage Securities (Cert. Series 2007-PWR18)	US Bank	8562	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Chapel Hill	US Bank	1588	Gift Certificate	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Chico Mall L.P.	US Bank	7244	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Chico Mall LP	US Bank	7811	Rollover Reserve Blocked	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Chico Mall LP	US Bank	7787	Blocked Cash Collateral	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Chico Mall LP	US Bank	7795	Blocked Insurance & Tax Escrow	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Chico Mall LP	US Bank	7803	Blocked Replacement Reserve	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Collin Creek Mall, LLC	US Bank	6913	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Colony Square Mall, LLC	US Bank	2478	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Columbia Mall LLC	US Bank	8554	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Connecticut General Life Ins Co as Mtgee of GGP Grandville LLC as Mtgor	US Bank	8408	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Connecticut General Life Ins Co, as mortgagee of GGP-Grandville LLC as mortgagor (Real Estate Tax Escrow)	US Bank	8416	Escrow Tax	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Coronado Center LLC FBO Eurohypo Ag New York Branch as Mortgagee	US Bank	7053	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Country Hills Plaza, LLC	US Bank	9922	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Eastridge Shopping Center, LLC for the benefit of Secore Financial Corporation as Mortgagee	US Bank	4954	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603

Account Title	Bank Name	Last 4 Digits of Bank Account #	Account Type	Bank Contact Person	Address	City	State	Zip
Eden Prairie Mall LLC for the benefit of Bear Stearns Commercial Mortgage, Inc., as mortgagee	US Bank	7321	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Fallbrook Square Partners Limited Partnership	US Bank	6053	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Fashion Show Mall, LLC	US Bank	7333	Lenders Blocked Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Fox River Shopping Center L.L.P.	US Bank	8570	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Gateway Mall	US Bank	7564	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Gateway Overlook Business Trust	US Bank	6111	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
General Growth Mgmt Corp Agent for Equitable	US Bank	5845	Local Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
GGP - Pecanland L.P. for the benefit of Citigroup Global Markets Realty Corp., as agent	US Bank	6646	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
GGP Acquisitions LLC & Price Holdings LLC	US Bank	5045	Local Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
GGP Eagle Ridge	US Bank	0855	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
GGP Foothills, LLC	US Bank	1990	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
GGP Holding II, Inc.	US Bank	9501	Operating	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
GGP Holding, Inc.	US Bank	0589	Operating	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
GGP Jordan Creek Town Center for the benefit of Eurohypo AG, New York as mortgagee	US Bank	9528	Blocked Cash Management	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
GGP Jordan Creek Town Center for the benefit of Eurohypo AG, New York as mortgagee	US Bank	6082	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
GGP Limited Partnership	US Bank	1830	ACH debit account	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60604
GGP Limited Partnership	US Bank	6084	Gift Certificate	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
GGP Limited Partnership	US Bank	4032	Operating	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
GGP Limited Partnership - Beachwood Place Mall	US Bank	5527	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
GGP Limited Partnership - Faneuil Hall Marketplace	US Bank	5535	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
GGP Limited Partnership - Hulen Owner LP	US Bank	5519	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
GGP Limited Partnership - Providence Place	US Bank	5543	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
GGP Limited Partnership - Ridgedale Center	US Bank	5501	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
GGP Limited Partnership - Rouse Fashion Place	US Bank	7432	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
GGP Limited Partnership - Southland Center	US Bank	7424	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
GGP Limited Partnership - Southwest Plaza	US Bank	9579	Local Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
GGP Limited Partnership (Pioneer Place Parking Facility)	US Bank	8899	Parking Garage	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
GGP Limited Partnership Collateral Account	US Bank	6140	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
GGP Limited Partnership-Chapel Hills Storage	US Bank	9005	Local Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
GGP Limited Partnership-Eden Prairie Gift Cert	US Bank	4740	Gift Certificate	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
GGP LP LLC	US Bank	5014	Operating	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
GGP-Four Seasons LLC for the benefit of Wachovia Bank National Association, Mortgagee	US Bank	9313	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
GGP-Glenbrook LLC for the benefit of Morgan Stanley Mortgage Capital as Lender	US Bank	0519	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
GGP-Lincolnshire LLC	US Bank	6129	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
GGP-Maine Mall LLC for the benefit of German American Capital Corporation, as Mortgagee	US Bank	0436	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
GGP-Tucson Mall L.L.C. for the benefit of Wachovia Bank, National Association	US Bank	5027	Lenders Blocked Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Grand Canal Shoppes II, LLC for the benefit of Archon Financial Group as mortgagee	US Bank	7727	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Grand Traverse Mall Partners, LP	US Bank	5458	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603

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HO Retail Properties I Limited Partnership, for the benefit of Bank of America NA, as mortgagee	US Bank	9479	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Homart Development Co	US Bank	3106	Local Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Lakeside Mall Property, LLC	US Bank	7325	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Lakeview Square Limited Partnership	US Bank	6035	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Landmark Mall, LLC for the benefit of Secore Financial Corporation as Mortgagee	US Bank	5993	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Lynnhaven Mall L.L.C.	US Bank	5035	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Mall of Louisiana, LP for the benefit of Column Financial, Inc. as mortgagee	US Bank	7705	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Mall of the Bluffs	US Bank	0952	Gift Certificate	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Mall of the Bluffs, LLC	US Bank	1982	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Mall St. Vincent, LP	US Bank	8496	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Mayfair Property, Inc. for the benefit of Secore Financial Corporation as Mortgagee	US Bank	5985	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
MSM Property, LLC	US Bank	7317	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
North Plains Mall, LLC	US Bank	2395	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
North Town Mall, LLC	US Bank	1974	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Northgate Mall, LLC for the benefit of Secore Financial Corporation as Mortgagee	US Bank	4947	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Northwest Ohio Mall, LLC	US Bank	2445	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
NSMJV, LLC	US Bank	7309	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Oakwood Hills Mall, LLC	US Bank	1966	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Oakwood Shopping Center LP Citicorp North America as agent	US Bank	6870	Blocked Cash Management	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Oakwood Shopping Center LP, Citicorp North America as agent	US Bank	6888	Blocked Budgeted Expense	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Oakwood Shopping Center LP, Citicorp North America as agent	US Bank	6896	Blocked Rollover Reserve	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Oakwood Shopping Center LP, Citicorp North America as agent	US Bank	6904	Blocked Tax & Ins Escrow	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Oakwood Shopping Center LP, Citicorp North America as agent	US Bank	6912	Lenders Blocked Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Oglethorpe Mall, LLC for the benefit of Secore Financial Corporation as Mortgagee	US Bank	4939	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
OM Borrower, LLC	US Bank	2403	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Park Mall, LLC for the benefit of Wachovia Bank National Association as Mortgagee	US Bank	4004	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
PDC - Eastridge Mall LLC for the benefit of Column Financial, Inc. as mortgagee	US Bank	6124	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
PDC - Red Cliffs Mall LLC for the benefit of Column Financial, Inc. as mortgagee	US Bank	6132	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Peachtree Mall	US Bank	8341	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Phase II Mall Subsidiary LLC Deutsche Bank Trust Company Americas	US Bank	2952	Blocked Fee Reserve Acct	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Phase II Mall Subsidiary LLC for the benefit of Deutsche Bank Trust Company	US Bank	2069	Blocked Budgeted Expense	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Phase II Mall Subsidiary LLC for the benefit of Deutsche Bank Trust Company	US Bank	2044	Blocked Lenders Account	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Phase II Mall Subsidiary LLC for the benefit of Deutsche Bank Trust company	US Bank	2051	Reserve	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Phase II Mall Subsidiary, LLC for the benefit of Deutsche Bank Trust Company Americas, as Administrative Agent on behalf of certain other lenders	US Bank	1157	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Piedmont Mall, LLC for the benefit of Secore Financial Corporation as Mortgagee	US Bank	4012	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Pierre Bossier Mall, LLC	US Bank	1958	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Pine Ridge Mall LLC for the benefit of Column Financial, Inc. as mortgagee	US Bank	6108	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603

The Debtors' servicers may maintain certain escrow accounts (or ledger entries) on behalf of the Debtors for satisfaction of certain tax and other obligations. These accounts or ledger entries are not reflected on this Exhibit.

Exhibit B - Bank Accounts
Pg 48 of 73

Account Title	Bank Name	Last 4 Digits of Bank Account #	Account Type	Bank Contact Person	Address	City	State	Zip
Pioneer Place Limited Partnership	US Bank	1941	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Price ASG L.L.C. - Grand Teton Mall/Plaza	US Bank	3040	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Price ASG L.L.C. -Salem Center	US Bank	3065	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Price ASG L.L.C.-Aminas Valley Mall	US Bank	3057	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Regency Square Mall	US Bank	3972	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
River Hills Mall L.L.P	US Bank	6061	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Rouse-Phoenix Corporate Center LP together with R-P Theatre LP, R-P Master LP, and Rouse-AZ Retail Ctr LP jointly as Guarantor FBO US Bank as Agent	US Bank	6563	Lenders depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Saint Louis Galleria LLC	US Bank	7061	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Sierra Vista Mall, LLC	US Bank	2387	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Sikes Senter LP	US Bank	5654	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Silver Lake Mall, LLC	US Bank	2452	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Sooner Fashion Mall LLC	US Bank	6079	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Southlake Mall LLC	US Bank	8588	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Southland Mall, Inc. for the benefit of Commerzbank AG	US Bank	7339	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Southwest Plaza, LLC	US Bank	1933	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Spring Hill Mall, LLC	US Bank	1925	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
St. Cloud Mall, LLC (Crossroads Mall) for the benefit of UBS Waterbury Real Estate Investments, Inc. as mortgagee	US Bank	3291	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Stonestown Shopping Center, L.P. and GGP-SL, L.L.C., for the benefit of Morgan Stanley Mortgage Capital, Inc., as mortgagee	US Bank	9008	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
The Rouse Company	US Bank	9767	Operating	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Three Rivers Mall LLC for the benefit of Column Financial, Inc. as mortgagee	US Bank	6116	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Town East Mall L.P. for the benefit of UBS Real Estate Investment, Inc.	US Bank	7354	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Tracy Mall Partners, LP for the benefit of Secore Financial Corporation as Mortgagee	US Bank	3998	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
U.K American Properties, Inc. Northridge Fashion Center	US Bank	8465	Blocked Capital Reservation	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
U.K American Properties, Inc. Northridge Fashion Center	US Bank	8481	Blocked Cash Trap	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
U.K American Properties, Inc. Northridge Fashion Center	US Bank	8499	Blocked Loss Proceed	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
U.K American Properties, Inc. Northridge Fashion Center	US Bank	8473	Blocked Reservation	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
U.K American Properties, Inc. Northridge Fashion Center	US Bank	8457	Blocked Tax Escrow	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
U.K American Properties, Inc. Northridge Fashion Center	US Bank	8440	Lenders Blocked Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Valley Hills Mall LLC for the benefit of Column Financial, Inc., as mortgagee	US Bank	6810	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Victoria Ward, Ltd.	US Bank	1855	Operating	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Village of Jordan Creek for the benefit of Eurohypo AG, New York as mortgagee	US Bank	6090	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Westwood Mall, LLC	US Bank	2486	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
White Mountain Mall, LLC	US Bank	2460	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Willowbrook Mall, LLC	US Bank	7259	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Woodbridge Center Property, LLC	US Bank	7291	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603

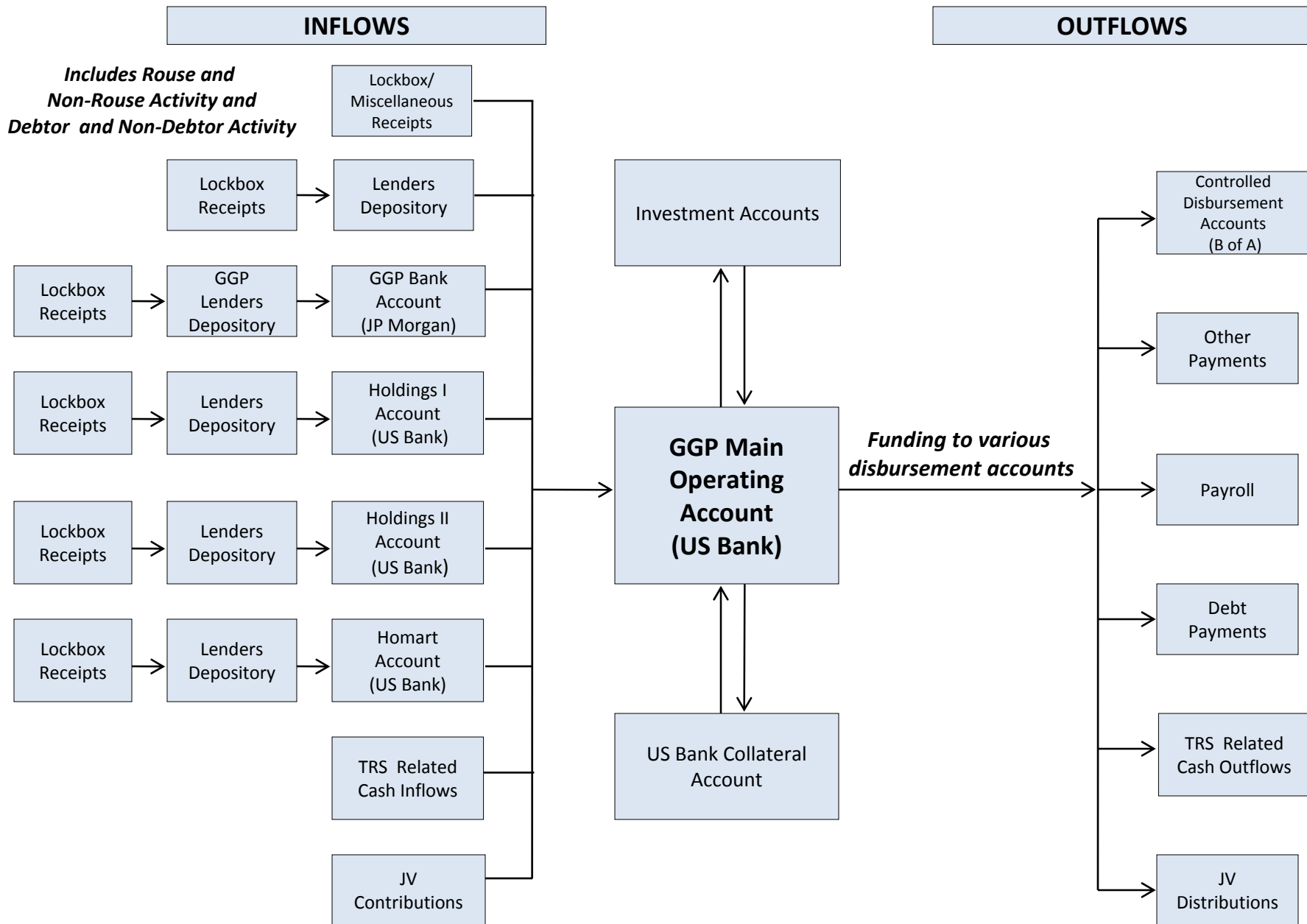
Exhibit B - Bank Accounts
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Account Title	Bank Name	Last 4 Digits of Bank Account #	Account Type	Bank Contact Person	Address	City	State	Zip
GGP Limited Partnership	US Bank/First American Money Market	0172	Investment	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
GGP Limited Partnership (Willowbrook Mall, NJ)	Valley National Bank	4548	Local Depository	Brenda Adams	1345 Willowbrook Mall	Wayne	NJ	07470
Century Plaza, LLC	Wachovia Bank	1708	Local Depository	Chad Prescott	171 17th Street, NW GA4512 2nd Floor Building 100	Atlanta, GA	GA	30363
GGP Limited Partnership - Providence Depository	Wachovia Bank	5361	Lenders Depository	Chad Prescott	171 17th Street, NW GA4512 2nd Floor Building 100	Atlanta, GA	GA	30363
GGP Limited Partnership (Augusta Mall)	Wachovia Bank	4068	Local Depository	Chad Prescott	171 17th Street, NW GA4512 2nd Floor Building 100	Atlanta, GA	GA	30363
GGP Limited Partnership (Four Seasons Town Centre)	Wachovia Bank	0016	Local Depository	Chad Prescott	171 17th Street, NW GA4512 2nd Floor Building 100	Atlanta, GA	GA	30363
GGP Limited Partnership (Woodbridge Center)	Wachovia Bank	4722	Local Depository	Chad Prescott	171 17th Street, NW GA4512 2nd Floor Building 100	Atlanta, GA	GA	30363
GGP/Homart, Inc	Wachovia Bank	4146	Local Depository	Chad Prescott	171 17th Street, NW GA4512 2nd Floor Building 100	Atlanta, GA	GA	30363
GGP/Homart, Inc.	Wachovia Bank	1896	Gift Certificate	Chad Prescott	171 17th Street, NW GA4512 2nd Floor Building 100	Atlanta, GA	GA	30363
GGP-North Point, Inc	Wachovia Bank	5968	Local Depository	Chad Prescott	171 17th Street, NW GA4512 2nd Floor Building 100	Atlanta, GA	GA	30363
Greenwich Cap Fin AM Hocker Oxmoor LLC	Wachovia Bank	4838	Investment/Loan	Chad Prescott	171 17th Street, NW GA4512 2nd Floor Building 100	Atlanta, GA	GA	30363
Regency Square Mall	Wachovia Bank	0367	Local Depository	Chad Prescott	171 17th Street, NW GA4512 2nd Floor Building 100	Atlanta, GA	GA	30363
GGP/Homart Inc.	Webster Bank	7553	Local Depository	Maria DeSimone	495 Union Street- Suite 2036	Waterbury	CT	06706
GGP/Homart, Inc	Webster Bank	5587	Gift Certificate	Maria DeSimone	495 Union Street - Suite 2036	Waterbury	CT	06706
General Growth Properties, Inc. (Ridgedale Center)	Wells Fargo Bank	6118	Local Depository	Shiela Reese	1000 Louisiana, 4th Floor, MAC T5002-042	Houston	TX	77002
GGP Limited Partnership (Pioneer Place)	Wells Fargo Bank	6257	Local Depository	Shiela Reese	1000 Louisiana, 4th Floor, MAC T5002-042	Houston	TX	77002
GGP Limited Partnership-Foothills Mall	Wells Fargo Bank	4277	Gift Certificate	Shiela Reese	1000 Louisiana, 4th Floor, MAC T5002-042	Houston	TX	77002
GGP Limited Partnership-Foothills Mall	Wells Fargo Bank	5068	Local Depository	Shiela Reese	1000 Louisiana, 4th Floor, MAC T5002-042	Houston	TX	77002
Oakwood Hills Mall Ltd	Wells Fargo Bank	3007	Local Depository	Shiela Reese	1000 Louisiana, 4th Floor, MAC T5002-042	Houston	TX	77002
Price Development Co LP GTM - Deposit Account	Wells Fargo Bank	1045	Local Depository	Shiela Reese	1000 Louisiana, 4th Floor, MAC T5002-042	Houston	TX	77002
Price Development Company L.P Depository	Wells Fargo Bank	6518	Depository	Shiela Reese	1000 Louisiana, 4th Floor, MAC T5002-042	Houston	TX	77002
Price Development Company Limited Partnership Animas Valley Mall Depository Account	Wells Fargo Bank	4049	Local Depository	Shiela Reese	1000 Louisiana, 4th Floor, MAC T5002-042	Houston	TX	77002
Price Financing Partnership LP Red Cliffs Mall Depository	Wells Fargo Bank	0951	Local Depository	Shiela Reese	1000 Louisiana, 4th Floor, MAC T5002-042	Houston	TX	77002
GGP/Homart, Inc	Zions Bank	5867	Gift Certificate	Lorna Hoffman	3925 Wall Avenue	Ogden	UT	84405
GGP/Homart, Inc	Zions Bank	3011	Local Depository	Lorna Hoffman	3925 Wall Avenue	Ogden	UT	84405

Exhibit C

Cash Management Flow of Funds Chart

GENERAL GROWTH PROPERTIES CASH FLOW DIAGRAM – WHOLLY OWNED REIT



GENERAL GROWTH PROPERTIES CASH FLOW DIAGRAM – TAXABLE REIT SUSIDIARIES

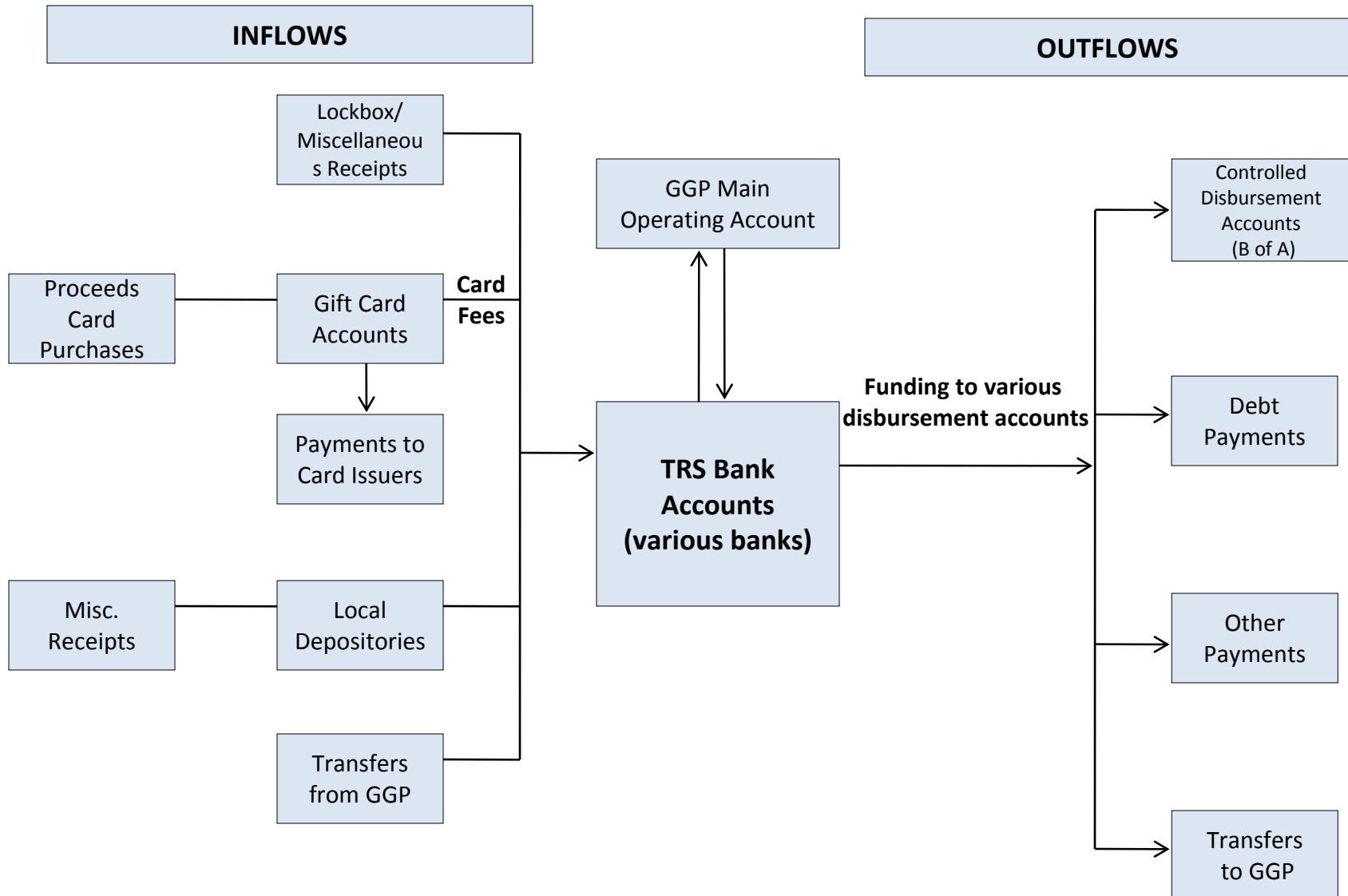


Exhibit D

Proposed Order

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X	:	
	:	
In re	:	Chapter 11 Case No.
	:	
GENERAL GROWTH	:	09 - _____ ()
PROPERTIES, INC., <u>et al.</u> ,	:	
	:	(Joint Administration Requested)
Debtors.	:	
-----X		

INTERIM ORDER PURSUANT TO SECTIONS
105(a), 345(b), 363(b), 363(c) AND 364(a) OF THE
BANKRUPTCY CODE AND BANKRUPTCY RULES
6003 AND 6004 (A) AUTHORIZING THE DEBTORS TO
(I) CONTINUE USING EXISTING CENTRALIZED CASH
MANAGEMENT SYSTEM (II) HONOR CERTAIN PREPETITION
OBLIGATIONS RELATED TO THE USE OF THE CASH
MANAGEMENT SYSTEM, AND (III) MAINTAIN EXISTING BANK
ACCOUNTS AND BUSINESS FORMS; (B) GRANTING AN
EXTENSION OF TIME TO COMPLY WITH SECTION 345(b) OF THE
BANKRUPTCY CODE AND (C) SCHEDULING A FINAL HEARING

Upon the motion, dated April 16, 2009 (the “**Motion**”)¹ of South Street Seaport Limited Partnership, its parent, General Growth Properties, Inc. (“**GGP**”), and their debtor affiliates, as debtors and debtors in possession (collectively, “**General Growth**” or the “**Debtors**”), pursuant to sections 105(a), 345(b), 363(b), 363(c) and 364(a) of the Bankruptcy Code and Bankruptcy Rules 6003 and 6004, for (a) authority to (i) continue to operate the Cash Management System, (ii) honor certain prepetition obligations related to the use of the Cash Management System, (iii) maintain existing business forms, and (iv) maintain existing Bank Accounts; (b) extend the time to comply with section 345(b) of the Bankruptcy Code and (c) to schedule a final hearing (the “**Final Hearing**”); all as more fully described in the

¹ Capitalized terms used and not otherwise defined herein shall have the meanings ascribed to them in the Motion.

Motion; and the Court having jurisdiction to consider the Motion and grant the requested relief in accordance with 28 U.S.C. §§ 157 and 1334 and the Standing Order M-61 Referring to Bankruptcy Judges for the Southern District of New York Any and All Proceedings Under Title 11, dated July 10, 1984 (Ward, Acting C.J.); and consideration of the Motion being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and the Debtors having provided notice of the Motion and Hearing (as defined below) (i) the Office of the United States Trustee for the Southern District of New York (Attn: Greg M. Zipes); (ii) the Securities and Exchange Commission; (iii) the Internal Revenue Service; (iv) EuroHypo AG, New York Branch, administrative agent for the lenders to certain of the Debtors under (a) the Second Amended and Restated Credit Agreement dated as of February 24, 2006 and (b) the Loan Agreement, dated as of July 11, 2008, as amended; (v) Deutsche Bank Trust Company Americas, as administrative agent for the lenders to certain of the Debtors under certain Loan Agreements, dated as of January 2, 2008 and February 29, 2009, respectively; (vi) Goldman Sachs Mortgage Company, as administrative agent for the lenders to certain of the Debtors under the Amended and Restated Credit Agreement, dated as of November 3, 2008; (vii) Wilmington Trust, FSB, as indenture trustee under (a) that certain Indenture, dated as of May 5, 2006, and (b) that certain Indenture, dated as of April 16, 2007; (viii) LaSalle Bank National Association and Wilmington Trust, FSB,² as indenture trustee under that certain Junior Subordinated Indenture, dated as of February 24, 2006; (ix) The Bank of New York Mellon Corporation, as

² Wilmington Trust, FSB recently entered into an agreement pursuant to which it will assume the indenture trustee assignments of LaSalle Bank National Association. As of the Commencement Date, the trustee assignment with respect to this indenture has not yet been transferred to Wilmington Trust, FSB; however, Wilmington Trust, FSB will succeed LaSalle Bank National Association as indenture trustee for this series of notes upon the transfer of the trustee assignment.

indenture trustee under that certain Indenture, dated as of February 24, 1995; (x) those creditors holding the 100 largest unsecured claims against the Debtors' estates (on a consolidated basis) and the (xi) the Banks (collectively, the "**Notice Parties**"); and the Court having held a hearing to consider the requested relief (the "**Interim Hearing**"); and upon the Declarations, the record of the Interim Hearing, and all of the proceedings before the Court, the Court finds and determines that this Court has jurisdiction to consider the merits of the Motion; the requested relief is in the best interests of the Debtors, their estates, creditors, and all parties in interest; the Debtors have provided due and proper notice of the Motion and Interim Hearing and no further notice is necessary; the legal and factual bases set forth in the Motion establish just and sufficient cause to grant the requested relief herein; the relief granted herein is necessary to avoid immediate and irreparable harm to the Debtors and their estates, as provided in Bankruptcy Rule 6003, and therefore it is:

ORDERED that the Motion is granted; and it is further

ORDERED that the Debtors are authorized and empowered, pursuant to sections 105(a) and 363(c) of the Bankruptcy Code, to continue to manage their cash pursuant to the Cash Management System maintained by the Debtors prior to the Commencement Date, subject to any changes that may be required thereto in connection with an order approving the Debtors' postpetition financing, and to collect, concentrate, and disburse cash in accordance with the Cash Management System, including intercompany transfers of funds (subject to such changes as to the Cash Management System as may be necessary, from time to time, to address the basic purposes of the Cash Management System); and it is further

ORDERED that the Debtors shall continue to maintain all receipts and disbursements and records of all transfers within the Cash Management System utilized

postpetition so that all postpetition transfers and transactions will be properly documented, and accurate intercompany balances will be maintained; and it is further

ORDERED that all Intercompany Claims against a Debtor by another Debtor or non-debtor affiliate arising after the Commencement Date as a result of intercompany transactions and transfers in the ordinary course of business shall be accorded administrative expense priority status in accordance with sections 503(b) and 507(a)(2) of the Bankruptcy Code; provided, however that any such administrative expense claims shall rank junior in priority of payment to the superpriority administrative expense claims granted to any prospective postpetition lender to the Debtors on account of such postpetition financing; and it is further

ORDERED that the Debtors are authorized to: (i) designate, maintain and continue to use any or all of their existing Bank Accounts including those listed on Exhibit 1, hereof, in the names and with the account numbers existing immediately prior to the Commencement Date (which Exhibit 1 shall be promptly amended to identify any Bank Accounts inadvertently omitted therefrom and which Exhibit 1, as so amended, shall be served within two (2) business days therefrom on the U.S. Trustee and the statutory committee of creditors (if and when appointed), (ii) deposit funds in and withdraw funds from such accounts by all usual means including, without limitation, checks, drafts, wire transfers, automated clearinghouse transfers (“ACH Transfers”) and other debits, (iii) pay any bank fees or charges associated with the Bank Accounts, and (iv) treat their prepetition Bank Accounts for all purposes as debtors in possession accounts; and it is further

ORDERED that except as otherwise provided in this Order, all Banks are authorized and directed to continue to maintain, service, and administer such Bank Accounts

as accounts of the Debtors as debtors-in-possession without interruption and in the usual and ordinary course, and to receive, process, honor and pay any and all checks, drafts, wire transfers, ACH Transfers or other debits drawn on any of the Bank Accounts after the Commencement Date by the holders or makers thereof, to the extent funds are available as the case may be; and it is further

ORDERED that, unless otherwise specifically agreed to by the relevant Bank, the Debtors are authorized and hereby direct each such Bank to stop payment on, and each such Bank is directed not to honor, any and all checks, drafts, wires or ACH Transfers drawn or issued before the Commencement Date, but presented on or after the Commencement Date, except for payroll checks (the “**Payroll Checks**”) drawn on the payroll accounts set forth on **Exhibit 1**, hereof (the “**Payroll Accounts**”), which shall not be subject to a stop payment or be dishonored, provided, however, that the Debtors, to the extent necessary to comply with any order(s) of this Court authorizing payment of certain prepetition claims, shall re-issue after the Commencement Date any checks, drafts, wire transfers, ACH Transfers or other debits issued before the Commencement Date and which are subject to a stop payment and/or have been dishonored, and provided, further, that each such Bank shall pay postpetition amounts equal to the Payroll Checks to the payees or endorsees of such checks by wire transfer or bank check, including any such check, draft, wire transfer, ACH Transfer or other debit relating to Payroll Accounts that had been dishonored or had a payment stop before the Commencement Date but the Debtors have indicated their intention to such Bank that the check, draft, wire transfer, ACH Transfer or other debit shall be honored and paid. The Debtors shall provide each Bank with the final prepetition check number for checks issued prepetition on all disbursement Bank Accounts (other than the Payroll Accounts) and the check number

beginning a new check sequence for use postpetition for the applicable Bank Account, such new check sequence to begin with a number that is at least fifty (50) numbers higher than the last check issued from such account prepetition; and it is further

ORDERED that the Debtors are in compliance with section 345(b) of the Bankruptcy Code with respect to the Bank Accounts (i) located at Authorized Depositories and (ii) Bank Accounts at Banks that are not Authorized Depositories that contain on average less than \$250,000; and it is further

ORDERED that with respect to other Bank Accounts that are not located in Banks that are Authorized Depositories, the Debtors shall have 45 days (or such additional time as the U.S. Trustee may agree) from the date of the entry of this Order (the “**Extension Period**”) to either come into compliance with section 345(b) of the Bankruptcy Code or to make such other arrangements as agreed with the U.S. Trustee; and it is further

ORDERED that nothing contained herein shall prevent the Debtors from opening any additional bank accounts, or closing any existing Bank Account(s) as they may deem necessary and appropriate, and the Banks are authorized to honor the Debtors’ requests to open or close, as the case may be, such Bank Accounts or additional bank accounts; provided, however, that any new account shall be with (a) a bank that is insured with the Federal Deposit Insurance Corporation or the Federal Savings and Loan Insurance Corporation and organized under the laws of the United States and (b) any other bank, as the Debtors may determine, upon consultation with the U.S. Trustee; provided, further, that any and all accounts opened by any of the Debtors on or after the Commencement Date at any bank shall, for purposes of this Order, be deemed a Bank Account (as if it had been opened prior to the Commencement Date and listed on **Exhibit 1**), hereof; and it is further

ORDERED that the Debtors are authorized to continue to use their existing Business Forms, including, but not limited to, purchase orders, letterhead, envelopes, promotional materials, invoices and other business forms substantially in the forms existing immediately prior to the Commencement Date, *provided, however*, as soon as practicable, from and after the Commencement Date, the Debtors shall mark the full name of the relevant debtor in possession exactly as it appears on the voluntary petition as well as the term “Debtor in Possession” and the case number under which these cases are being jointly administered on their check stock and wire transfer instructions; and it is further

ORDERED that, pursuant to section 364(a) of the Bankruptcy Code, the Debtors are authorized in connection with the ordinary course of their Cash Management System to obtain unsecured credit and incur unsecured debt in the ordinary course of business without notice and a hearing; and it is further

ORDERED that the Debtors are authorized, but not directed, to pay prepetition amounts outstanding as of the Commencement Date, if any, owed to the Banks as Service Charges for the maintenance of the Cash Management System; and it is further

ORDERED that any obligations, chargebacks, returns, liabilities, costs, charges, fees or expenses incurred by the Banks that result from ordinary course transactions (prepetition and postpetition) under the Debtors’ Cash Management System (the “**Banks’ Cash Management Expenses**”) shall be paid by the Debtors and shall be accorded superpriority status, with priority over any and all administrative expenses of the kind specified in sections 503(b) and 507(b) of the Bankruptcy Code; provided that the Banks’ Cash Management Expenses shall rank junior in priority to any superpriority administrative

expense claims granted to any lender or lender on account of postpetition financing that may be extended to the Debtors by such lender or lenders; and it is further;

ORDERED that any Bank is authorized to charge back, offset, expense or deduct from any of the Debtors' Bank Accounts maintained at such Bank (i) the Service Charges incurred by it resulting from the Banks' Cash Management Expenses, returned checks or other returned items, including, but not limited to, dishonored checks, wire transfers, drafts, ACH Transfers or other debits, regardless of whether such amounts were deposited prepetition and regardless of whether the returned items relate to prepetition or postpetition items, and that solely the normal Service Charges may be assessed and deducted by such Banks from funds held in the Bank Accounts at such Banks with respect to the Cash Management System in the ordinary course of business as well as any other Cash Management Expenses and (ii) the Permitted Debits (provided, however, that if a Bank is unable to set off or charge Permitted Debits against such Bank Account, the Debtors shall promptly upon demand, reimburse such Bank in an amount equal to the amount of the Permitted Debits), and for these purposes any restrictions under the automatic stay provisions of section 362 of the Bankruptcy Code are modified; provided, however, that the automatic stay shall remain in full force and effect for all other purposes, including, but not limiting, any setoff rights (other than with respect to the Service Charges or the Permitted Debits) a Bank may have, and it is further

ORDERED that the Banks are authorized and directed to accept and honor and may rely without any investigation on all representations from the Debtors as to which checks, drafts, wire transfers, ACH Transfers or other debits should be honored or dishonored consistent with any order(s) of this Court, whether the checks, drafts, wire transfers, ACH Transfers or other debits are dated prior to, or on or subsequent to the Commencement Date,

and whether or such Bank believes the payment is or is not authorized by any order(s) of the Court, provided, however, should any Bank honor a prepetition check, draft, wire transfer, ACH Transfer or other debit drawn on a Bank Account (a) at the direction of any of the Debtors to honor such prepetition check or item, (b) in a good faith belief that the Court has authorized such prepetition item to be honored, (c) as a result of an innocent mistake made despite the implementation of customary item handling procedures or (d) consistent with its past practices under the Cash Management System, such Bank shall not be deemed to be, nor shall be liable to, the Debtors or their estates or otherwise in violation of this Order; and it is further

ORDERED that the Banks shall have no liability for any operational processing errors that are the result of human error; and it is further

ORDERED that the Investment Guidelines are hereby approved; and it is further

ORDERED that the Investment Guidelines and the Investment Accounts shall be deemed to be in compliance with section 345 of the Bankruptcy Code, and the Debtors are relieved from the obligations of section 345(b) of the Bankruptcy Code to obtain a bond from any entity with which money is deposited or invested in accordance with the Investment Guidelines; and it is further

ORDERED that the Investment Guidelines may be amended by order of the Court from time to time upon motion by the Debtors; and it is further

ORDERED that to the extent any of the contracts related to the Cash Management System are deemed to be executory contracts, nothing in this Order shall be

deemed an assumption of any such contracts pursuant to section 365 of the Bankruptcy Code;
and it is further

ORDERED that Bankruptcy Rule 6003 has been satisfied because the relief requested in the Motion is necessary to avoid immediate and irreparable harm to the Debtors;
and it is further

ORDERED that notice of the Motion as provided therein constitutes good and sufficient notice of such Motion and the requirements of Bankruptcy Rule 6004(a) are hereby waived; and it is further

ORDERED that notwithstanding any applicability of Bankruptcy Rule 6004(h), the terms and conditions of this Order are immediately effective and enforceable upon entry of the Order; and it is further

ORDERED that the Final Hearing to consider the relief requested in the Motion on a final basis is scheduled for _____, 2009 at __:___ .m. (Eastern Time), or as soon after as the Court may consider the matter; and it is further

ORDERED that the deadline to respond or object to the relief requested on the final basis is _____, 2009 at __:___ .m (Eastern Time); and it is further

ORDERED that the Debtors shall serve a copy of this order within three (3) business days after its entry to the Notice Parties; and it is further

ORDERED that this Court hereby retains jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation and/or enforcement of this Order.

Dated: _____, 2009

UNITED STATES BANKRUPTCY JUDGE

SCHEDULE 1

Bank Accounts

Account Title	Bank Name	Last 4 Digits of Bank Account #	Account Type	Bank Contact Person	Address	City	State	Zip
Piedmont Mall Gift Certificate Account	American National Bank	0501	Gift Certificate	Karen McGuire	455 Mount Cross Road	Danville	VA	24540
GGP Limited Partnership Prince Kuhio Plaza	American Savings Bank	9384	Local Depository	Patricia Thomas	1001 Bishop Street, 25th Floor	Honolulu	HI	96804
GGP Limited Partnership Prince Kuhio Plaza	American Savings Bank	9384	Local Depository	Patricia Thomas	1001 Bishop Street, 25th Floor	Honolulu	HI	96804
Fox River Shopping Center Gift Certificate	Associated Bank	7241	Gift Certificate	Connie Staszak	1501 N. Casaloma Drive	Appleton	WI	54913
Fox River Shopping Center Partners	Associated Bank	0389	Local Depository	Connie Staszak	1501 N. Casaloma Drive	Appleton	WI	54913
Market Place Shopping Center	Bank Champaign	9647	Local Depository	Sharon Armstrong	#5 Convenience Center Road	Champaign	IL	61821
Market Place Shopping Center General Growth Management, Inc Gift Certificate Account	Bank Champaign	9639	Gift Certificate	Sharon Armstrong	#5 Convenience Center Road	Champaign	IL	61821
Baltimore Center Garage Limited Partnership	Bank of America	5365	Garage	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
BOA MSTR SVCR For LaSalle BK TTEE for Reg Hldrs of BACM Comlmtg Pass thru Cert Ser 2003-1-Rogue Valley	Bank of America	1810	Lender Depository	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
BOA MSTR SVCR For LaSalle BK TTEE for Reg Hldrs of BACM Comlmtg Pass thru Cert Ser 2003-1-Rogue Valley	Bank of America	1811	Lenders Operating	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
General Growth Management, Inc. - Boise Towne Square	Bank of America	2937	Gift Certificate	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
GGP Holding II LLC	Bank of America	9435	Local Depository	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
GGP Holding II, Inc.	Bank of America	8163	Controlled Disbursement	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
GGP Holding II, Inc.	Bank of America	6308	Disbursement	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
GGP Holding, Inc.	Bank of America	8187	Controlled Disbursement	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
GGP Holding, Inc.	Bank of America	6341	Disbursement	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
GGP Homart Inc. (Newpark Mall)	Bank of America	9638	Local Depository	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
GGP Limited Partnership	Bank of America	6285	Disbursement	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
GGP Limited Partnership	Bank of America	6333	Payroll	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
GGP Limited Partnership - Lynnhaven Mall	Bank of America	6924	Gift Certificate	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
GGP Limited Partnership - Rogue Valley Gift Cert.	Bank of America	6519	Gift Certificate	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
GGP Limited Partnership - Rogue Valley Mall	Bank of America	9743	Local Depository	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
GGP Limited Partnership - Tucson Mall	Bank of America	5216	Local Depository	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
GGP Limited Partnership - Visalia Mall	Bank of America	5230	Local Depository	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
GGP Limited Partnership (Moreno Valley)	Bank of America	5460	Local Depository	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
GGP Limited Partnership (NorthPoint Mall)	Bank of America	8877	Gift Card	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
GGP Limited Partnership (Northtown Mall)	Bank of America	4947	Local Depository	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
GGP Limited Partnership (Valley Plaza Mall)	Bank of America	3867	Local Depository	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
GGP Limited Partnership Saint Louis Galleria	Bank of America	8550	Local Depository	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
GGP Limited Partnership Saint Louis Galleria GC	Bank of America	8456	Gift Certificate	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
GGP Limited Partnership Salem Center	Bank of America	8470	Local Depository	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
GGP Partnership for the benefit of Bank of America Merchant Services	Bank of America	7523	Merchant Service	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
GGP/Homart, Inc.	Bank of America	8149	Controlled Disbursement	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
GGP/Homart, Inc.	Bank of America	6266	Disbursement	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
GGP/Homart, Inc., Deerbrook Mall	Bank of America	9593	Controlled Capital Reserve	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
GGP/Homart, Inc., Deerbrook Mall	Bank of America	9593	Controlled Cash Management	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255

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Bank Accounts

Account Title	Bank Name	Last 4 Digits of Bank Account #	Account Type	Bank Contact Person	Address	City	State	Zip
GGP/Homart, Inc., Deerbrook Mall	Bank of America	9593	Controlled Event of Default Reserve	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
GGP/Homart, Inc., Deerbrook Mall	Bank of America	9593	Controlled Loss Proceeds	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
GGP/Homart, Inc., Deerbrook Mall	Bank of America	9593	Controlled Tax & Ins Escrow	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
GGP/Homart, Inc., Deerbrook Mall	Bank of America	9593	Controlled TI/LC Reserve	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
Howard Hughes Properties, Inc.	Bank of America	6303	Disbursement	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
Neighborhood Box Office	Bank of America	5112	Gift Certificate	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
Park Mall	Bank of America	7036	Gift Certificate	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
Pines Mall Limited Partnership	Bank of America	9551	Local Depository	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
Price Development Co Limited SLM - Depository	Bank of America	2401	Local Depository	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
Rouse-Fairwood Development Corporation	Bank of America	6327	Disbursement	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
The Howard Research and Development Corporation	Bank of America	6322	Disbursement	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
The Hughes Corporation	Bank of America	6280	Disbursement	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
US Prime Property Inc.	Bank of America	9902	Local Depository	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
Victoria Ward, Ltd.	Bank of America	8168	Controlled Disbursement	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
Victoria Ward Center LLC - Victoria Ward Entertainment Center	Bank of Hawaii	1775	Lenders Depository	Darlene Maroglio	130 Merchant Street; 20th Floor, Suite 2030	Honolulu	HI	96812-4426
Victoria Ward Ltd.	Bank of Hawaii	9950	Investment	Darlene Maroglio	130 Merchant Street; 20th Floor, Suite 2030	Honolulu	HI	96812-4426
Victoria Ward, Limited	Bank of Hawaii	6166	Gift Certificate	Darlene Maroglio	130 Merchant Street; 20th Floor, Suite 2030	Honolulu	HI	96812-4426
Victoria Ward, Limited	Bank of Hawaii	2100	Gift Certificate	Darlene Maroglio	130 Merchant Street; 20th Floor, Suite 2030	Honolulu	HI	96812-4426
Victoria Ward, Limited	Bank of Hawaii	0021	Operating	Darlene Maroglio	130 Merchant Street; 20th Floor, Suite 2030	Honolulu	HI	96812-4426
Ward Gateway-Industrial-Village, Collection Account FBO Bank of America NA as Mortgagee	Bank of Hawaii	3375	Lenders Depository	Darlene Maroglio	130 Merchant Street; 20th Floor, Suite 2030	Honolulu	HI	96812-4426
Ward Plaza-Warehouse, LLC Lockbox Account FBO Goldman Sachs Commercial Mortgage Capital LP as Mortgagee	Bank of Hawaii	3367	Lenders Depository	Darlene Maroglio	130 Merchant Street; 20th Floor, Suite 2030	Honolulu	HI	96812-4426
GGP Limited Partnership (Oakwood Center)	Bank of Louisiana	4604	Local Depository	Sherry McElroy	197 Westbank Expressway	Gretna	LA	70056
HO Retail Properties II	Bank of Oklahoma	2796	Gift Certificate	John Bartell	3815 Southeast Frank Philips Blvd	Bartlesville	OK	74006
HQ Retail Properties II, LP	Bank of Oklahoma	6531	Local Depository	John Bartell	3815 Southeast Frank Philips Blvd	Bartlesville	OK	74006
Mayfair Property, Inc.	BankMutual	0486	Local Depository	Melissa Osowski	4949 W Brown Deer Road; PO Box 23988	Brown Deer	WI	53223-0988
GGP Limited Partnership (Mall St Matthews)	BB&T Bank	8310	Local Depository	Barbara Stacey	4507 Shelbyville Road	Louisville	KY	40207
Columbia Mall LLC	Boone County National Bank	5706	Local Depository	Mark Woodward	720 E Broadway, PO Box 678	Columbia	MO	65205-0678
GGP Limited Partnership (RiverTown Crossings Gift Certificate) old	Byron Center State Bank	7053	Gift Certificate	Rob Arnoys	2445 84th St SW	Byron Center	MI	49315
GGP Limited Partnership RiverTown Crossings Mall	Byron Center State Bank	5010	Local Depository	Rob Arnoys	2445 84th St SW	Byron Center	MI	49315
GGP/Homart, Inc	Chemical Bank & Trust Company	5941	Local Depository	Kelly Feinauer	213 Center Avenue; P.O. Box 69	Bay City	MI	48707-9950
GGP Limited Partnership - Burlington Town Center G.C.	Chittenden Bank	1574	Gift Certificate	Paula Coletti	Two Burlington Square	Burlington	VT	05402
GGP Limited Partnership - Burlington Town Center Local Depository	Chittenden Bank	1566	Local Depository	Paula Coletti	Two Burlington Square	Burlington	VT	05402
GGP/Homart, Inc	Citizens Bank	5976	Local Depository	Jim Carrigan	188 Loudon Road	Concord	NH	03301
Rouse Providence LLC	Citizens Bank	7103	Gift Certificate	David Simmons	126 Providence Place	Providence	RI	02903
Rouse Providence LLC	Citizens Bank	6247	Parking Garage	David Simmons	126 Providence Place	Providence	RI	02903
Price Development Company LP	Citizens Bank of Clovis	1201	Local Depository	Pauline Weaver	PO Box 1629	Clovis	NM	88102-9974

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- Bank Accounts

Account Title	Bank Name	Last 4 Digits of Bank Account #	Account Type	Bank Contact Person	Address	City	State	Zip
General Growth Management Inc as agent for Birchwood Mall	Citizens First Savings Bank	0068	Local Depository	Sandra Conant	525 Water Street; PO Box 5012	Port Huron	MI	48060-5012
Bayshore Mall	Coast Central Credit Union	4531	Gift Certificate	Danielle Ray	2650 Harrison Avenue	Eureka	CA	95501
Bayshore Mall Limited Partnership	Coast Central Credit Union	8315	Local Depository	Danielle Ray	2650 Harrison Avenue	Eureka	CA	95501
General Growth Management, Inc. Peachtree Mall	Columbus Bank & Trust	7957	Gift Certificate	Daniel Stone	P.O. Box 120	Columbus	GA	31902
GGP/Homart (Vista Ridge)	Compass Bank	3863	Local Depository	Sofie Roshani	484 E FM 3040	Lewisville	TX	75067
GGP Limited Partnership	Evergreen Investments	2048	Investment	Meredith Ashwell	401 S. Tryon Street	Charlotte	NC	28202
GGP Limited Partnership - Spring Hill Mall	First American Bank	9701	Local Depository	Jill Mills	261 S. Western Avenue	Carpenters	IL	60110
GGP Limited Partnership (Spring Hill Mall)	First American Bank	9703	Gift Certificate	Jill Mills	261 S. Western Avenue	Carpenters	IL	60110
GGP Ala Moana LLC	First Hawaiian Bank	5057	Gift Certificate	Steve Williams	PO Box 3200	Honolulu	HI	96847
GGP Ala Moana LLC	First Hawaiian Bank	3004	Gift Certificate	Steve Williams	PO Box 3200	Honolulu	HI	96847
GGP Ala Moana LLC	First Hawaiian Bank	4071	Gift Certificate	Steve Williams	PO Box 3200	Honolulu	HI	96847
GGP Ala Moana LLC	First Hawaiian Bank	5057	Gift Certificate	Steve Williams	PO Box 3200	Honolulu	HI	96847
GGP Ala Moana LLC	First Hawaiian Bank	2748	Operating	Steve Williams	1580 Kapiolani Blvd	Honolulu	HI	96814
GGP Ala Moana LLC (3)	First Hawaiian Bank	3876	Gift Certificate	Steve Williams	PO Box 3200	Honolulu	HI	96847
GGP Ala Moana LLC for benefit of Secore Financial Corp as Mortgagee	First Hawaiian Bank	5763	Lenders Depository	Steve Williams	PO Box 3200	Honolulu	HI	96847
GGP Limited Partnership	First Hawaiian Bank	4151	Client Services	Steve Williams	1580 Kapiolani Blvd	Honolulu	HI	96814
GGP Limited Partnership (Eastridge Mall)	First Interstate Bank	4222	Local Depository	Lori Anderson	521 SE Wyoming Blvd.	Casper	WY	82609-4220
GGP Limited Partnership	First Tennessee Bank	7471	Local Depository	Lisa Clayton	12 Northgate Park	Chattanooga	TN	37415
GGP Limited Partnership	Goldman Sachs	6837	Investment	Greg Romano	4900 Sears Tower	Chicago	IL	60606
GGP Limited Partnership	Goldman Sachs	6838	Investment	Greg Romano	4900 Sears Tower	Chicago	IL	60606
GGP/Homart, Inc.	Goldman Sachs	6820	Investment	Greg Romano	4900 Sears Tower	Chicago	IL	60606
GGP/Homart, Inc.	Goldman Sachs	6819	Investment	Greg Romano	4900 Sears Tower	Chicago	IL	60606
General Growth Management, Inc.	Huntington	5540	Gift Certificate	Christine Carlson	PO Box 1220, Attn: MI372	Traverse City	MI	49685-9883
General Growth Management, Inc.	Huntington	6073	Local Depository	Christine Carlson	PO Box 1220, Attn: MI372	Traverse City	MI	49685-9883
Colony Square Partners	Huntington Bank	2444	Local Depository	Josh Caudill	2801 Maple Ave	Zanesville	OH	43701
General Growth Properties (Colony Square Mall)	Huntington Bank	3763	Lottery	Chanda Carpenter	80 Sunrise Ctr	Zanesville	OH	43702
GGP Limited Partnership (North Star Mall)	International Bank of Commerce	6457	Local Depository	Angie Saenz	7400 San Pedro Ave. Suite 608	San Antonio	TX	78216
GGP Inc. Bank Control acct for Howard H Cremens	JP Morgan	2267	Money Market - Escrow	Ms. Vespyr S. Nadolny	201 North Central 14th Floor AZ1-1240	Phoenix	AZ	85004
GGP Inc. Bank Control acct for John V Howard	JP Morgan	2275	Money Market - Escrow	Ms. Vespyr S. Nadolny	201 North Central 14th Floor AZ1-1240	Phoenix	AZ	85004
Atlantic Freeholds II (Town East Mall)	JP Morgan Chase	9583	Local Depository	Albert Jasani	420 W. Van Buren 5th floor	Chicago	IL	60606
Boise Mall LLC	JP Morgan Chase	3207	Lenders Depository	Albert Jasani	420 W. Van Buren 5th floor	Chicago	IL	60606

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Bank Accounts

Account Title	Bank Name	Last 4 Digits of Bank Account #	Account Type	Bank Contact Person	Address	City	State	Zip
Boise Mall LLC or by Pacific Life Insurance Co as Servicer for Comm 2001 - JI Acct	JP Morgan Chase	8526	Lenders Depository	Albert Jasani	420 W. Van Buren 5th floor	Chicago	IL	60606
Colony Square Mall	JP Morgan Chase	7638	Gift Certificate	Albert Jasani	420 W. Van Buren 5th floor	Chicago	IL	60606
GGP Limited Partnership	JP Morgan Chase	7840	Operating	Albert Jasani	420 W. Van Buren 5th floor	Chicago	IL	60606
GGP Limited Partnership - Glenbrook Square Mall	JP Morgan Chase	4060	Local Depository	Albert Jasani	420 W. Van Buren 5th floor	Chicago	IL	60606
GGP Limited Partnership (Fashion Place)	JP Morgan Chase	2419	Local Depository	Albert Jasani	420 W. Van Buren 5th floor	Chicago	IL	60606
GGP Limited Partnership Glenbrook Square Mall	JP Morgan Chase	4243	Gift Certificate	Albert Jasani	420 W. Van Buren 5th floor	Chicago	IL	60606
JPMC as E A for Visalia Mall Lehman T&I	JP Morgan Chase	9905	T&I Escrow	Albert Jasani	420 W. Van Buren 5th floor	Chicago	IL	60606
Landau & Heyman of Louisiana, Inc. managing agent for Pecanland Mall	JP Morgan Chase	7989	Gift Certificate	Albert Jasani	420 W. Van Buren 5th floor	Chicago	IL	60606
PDC Community Center L.L.C. for the benefit of Morgan Stanley Mortgage Capital Inc.	JP Morgan Chase	3272	Lenders Depository	Albert Jasani	420 W. Van Buren 5th floor	Chicago	IL	60606
Pecanland Mall	JP Morgan Chase	7220	Local Depository	Albert Jasani	420 W. Van Buren 5th floor	Chicago	IL	60606
The Woodlands Mall Associates	JP Morgan Chase	4324	Gift Certificate	Albert Jasani	420 W. Van Buren 5th floor	Chicago	IL	60606
The Woodlands Mall Associates	JP Morgan Chase	2488	Local Depository	Albert Jasani	420 W. Van Buren 5th floor	Chicago	IL	60606
University Crossing L.L.C Gateway Crossing L.L.C. for the benefit of Morgan Stanley Mortgage Capital Inc.	JP Morgan Chase	3256	Lenders Depository	Albert Jasani	420 W. Van Buren 5th floor	Chicago	IL	60606
Visalia Mall LLC	JP Morgan Chase	8590	Lenders Depository	Albert Jasani	420 W. Van Buren 5th floor	Chicago	IL	60606
General Growth Management, Inc. - Burlington Town Center	Key Bank	6680	Garage	Bernie Avondet				
GGP LTD Partnership	Key Bank	5866	Local Depository	Jessica Lembo	P.O. Box 22114	Albany	NY	12201-2114
Bellis Fair Mall	Key Bank of Washington	5320	Gift Card	Jessica Lembo	180 Telegraph Road	Bellingham	WA	98226
Bay City Mall Associates	LaSalle Bank	6858	Lenders Depository	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
GGP Limited Partnership	LaSalle Bank	5666	Controlled Disbursement	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
GGP Limited Partnership	LaSalle Bank	13.1	Trust	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
GGP Limited Partnership-LC Debit Account	LaSalle Bank	3384	LC fees	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
GGP/Homart, Inc.	LaSalle Bank	6957	Corp Depository	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
GGP-Brass Mill, Inc.	LaSalle Bank	6841	Lenders Depository	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
GGP-Deerbrook, L.P.	LaSalle Bank	6833	Lenders Depository	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
GGP-Moreno Valley, Inc.	LaSalle Bank	6817	Lenders Depository	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
GGP-North Point, Inc	LaSalle Bank	7074	Lenders Depository	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
GGP-Steeplegate, Inc.	LaSalle Bank	6791	Lenders Depository	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
HO Retail Properties II, LP for the benefit of Eurohypo AG, as mortgagee	LaSalle Bank	6973	Lenders Depository	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
Howard Hughes Properties, Inc	LaSalle Bank	5682	Controlled Disbursement	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
Lakeside Mall	LaSalle Bank	2123	Local Depository	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
New Park Associates	LaSalle Bank	6173	Lenders Depository	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
Newgate Mall LLC	LaSalle Bank	6809	Lenders Depository	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
The Hughes Corporation	LaSalle Bank	5674	Controlled Disbursement	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
The Woodlands Mall Associates	LaSalle Bank	5049	Lenders Depository	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
Tyson's Galleria LLC	LaSalle Bank	6783	Lenders Depository	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
Vista Ridge Joint Venture	LaSalle Bank	6181	Lenders Depository	Douglas Cummings	101 South Tryon Street, NC1-002-20-08	Charlotte	NC	28255
Fashion Show Expansion LLC	M&T Bank	1200	General	Matt Lind	25 S Charles Street, 17th Floor	Baltimore	MD	21201
GGP Limited Partnership	M&T Bank	3816	Investment	Matt Lind	25 S Charles Street, 17th Floor	Baltimore	MD	21201
GGP Limited Partnership	M&T Bank	0823	Lockbox Receipts	Matt Lind	25 S Charles Street, 17th Floor	Baltimore	MD	21201
GGP Limited Partnership (Owings Mills)	M&T Bank	4656	Local Depository	Matt Lind	25 S Charles Street, 17th Floor	Baltimore	MD	21201
HHP Government Services, LP	M&T Bank	2768	Operating	Matt Lind	25 S Charles Street, 17th Floor	Baltimore	MD	21201

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Bank Accounts

Account Title	Bank Name	Last 4 Digits of Bank Account #	Account Type	Bank Contact Person	Address	City	State	Zip
Howard Hughes Properties Inc. - Land Accounting	M&T Bank	4253	Land Wire Receipts	Matt Lind	25 S Charles Street, 17th Floor	Baltimore	MD	21201
Howard Hughes Properties, Inc	M&T Bank	2661	Operating	Matt Lind	25 S Charles Street, 17th Floor	Baltimore	MD	21201
Howard Hughes Properties, LP	M&T Bank	2602	Operating	Matt Lind	25 S Charles Street, 17th Floor	Baltimore	MD	21201
Rouse-Fairwood Development LP	M&T Bank	6211	General	Matt Lind	25 S Charles Street, 17th Floor	Baltimore	MD	21201
The Hughes Corporation	M&T Bank	2645	Operating	Matt Lind	25 S Charles Street, 17th Floor	Baltimore	MD	21201
THE HUGHES CORPORATION - LAND ACCOUNTING	M&T Bank	4261	Land Wire Receipts	Matt Lind	25 S Charles Street, 17th Floor	Baltimore	MD	21201
Lansing Mall	National City Bank	9584	Gift Certificate	Tony Griffin	6400 W. Saginaw St.	Lansing	MI	48917
Lansing Mall	National City Bank	8859	Local Depository	Tony Griffin	6400 W. Saginaw St.	Lansing	MI	48917
Oxmoor Center	PNC Bank	5231	Local Depository	Robyn Parrino	8000 Shelbyville Road	Louisville	KY	40222
GGP Limited Partnership (Staten Island Mall)	Sovereign Bank	1493	Local Depository	Rita Costanzo	2655 Richmond Ave	Staten Island	NY	10314
GGP/Homart, Inc	Sterling Bank	3953	Gift Certificate	Customer Service	111 FM 1960 E Bypass; PO Box 3000	Humble	TX	77338
GGP/Homart, Inc	Sterling Bank	7474	Local Depository	Customer Service	111 FM 1960 E Bypass; PO Box 3000	Humble	TX	77338
General Growth Management, Inc - Eagle Ridge Mall	SunTrust Bank	7936	Local Depository	BiBi Moonab	2011 State Road 60 East	Lake Wales	FL	33898
GGP Limited Partnership (Eagle Ridge Mall)	SunTrust Bank	1803	Gift Certificate	BiBi Moonab	2011 State Road 60 East	Lake Wales	FL	33898
GGP Limited Partnership-The Maine Mall	TD Banknorth	9805	Gift Certificate	Julia O'Brien	250 Maine Mall Road	South Portland	ME	04106
GGP Limited Partnership-The Maine Mall	TD Banknorth	9730	Local Depository	Julia O'Brien	250 Maine Mall Road	South Portland	ME	04106
GGP/Homart, Inc	TD Banknorth	0608	Gift Certificate	Marha McGowan	277 Sheept Davis Road	Concord	NH	03301
GGP Limited Partnership - Chico Mall	Tri Counties Bank	0841	Local Depository	Lonnie Steedman	1950 E. 20th Street, Suite 725	Chico	CA	95928
GGP Limited Partnership - Chico Mall Gift Certificate	Tri Counties Bank	0853	Gift Certificate	Lonnie Steedman	1950 E. 20th Street, Suite 725	Chico	CA	95928
Augusta Mall, LLC	US Bank	8439	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Bakersfield Mall LLC & RASCAP Realty Ltd. FBO Secor Financial Corp as Mortgagee	US Bank	3980	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Birchwood Mall, LLC	US Bank	2022	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Boulevard Associates	US Bank	3964	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Cache Valley, LLC	US Bank	2361	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Champaign Market Place LLC FBO LaSalle Bank NA as Trustee of Holders of Bear Stearns Com. Mortgage Securities (Cert. Series 2007-PWR18)	US Bank	8562	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Chapel Hill	US Bank	1588	Gift Certificate	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Chico Mall L.P.	US Bank	7244	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Chico Mall LP	US Bank	7811	Rollover Reserve Blocked	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Chico Mall LP	US Bank	7787	Blocked Cash Collateral	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Chico Mall LP	US Bank	7795	Blocked Insurance & Tax Escrow	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Chico Mall LP	US Bank	7803	Blocked Replacement Reserve	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Collin Creek Mall, LLC	US Bank	6913	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Colony Square Mall, LLC	US Bank	2478	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Columbia Mall LLC	US Bank	8554	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Connecticut General Life Ins Co as Mtgee of GGP Grandville LLC as Mtgor	US Bank	8408	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Connecticut General Life Ins Co, as mortgagee of GGP-Grandville LLC as mortgagor (Real Estate Tax Escrow)	US Bank	8416	Escrow Tax	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Coronado Center LLC FBO Eurohypo Ag New York Branch as Mortgagee	US Bank	7053	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Country Hills Plaza, LLC	US Bank	9922	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Eastridge Shopping Center, LLC for the benefit of Secore Financial Corporation as Mortgagee	US Bank	4954	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603

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Bank Accounts

Account Title	Bank Name	Last 4 Digits of Bank Account #	Account Type	Bank Contact Person	Address	City	State	Zip
Eden Prairie Mall LLC for the benefit of Bear Stearns Commercial Mortgage, Inc., as mortgagee	US Bank	7321	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Fallbrook Square Partners Limited Partnership	US Bank	6053	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Fashion Show Mall, LLC	US Bank	7333	Lenders Blocked Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Fox River Shopping Center L.L.P.	US Bank	8570	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Gateway Mall	US Bank	7564	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Gateway Overlook Business Trust	US Bank	6111	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
General Growth Mgmt Corp Agent for Equitable	US Bank	5845	Local Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
GGP - Pecanland L.P. for the benefit of Citigroup Global Markets Realty Corp., as agent	US Bank	6646	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
GGP Acquisitions LLC & Price Holdings LLC	US Bank	5045	Local Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
GGP Eagle Ridge	US Bank	0855	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
GGP Foothills, LLC	US Bank	1990	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
GGP Holding II, Inc.	US Bank	9501	Operating	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
GGP Holding, Inc.	US Bank	0589	Operating	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
GGP Jordan Creek Town Center for the benefit of Eurohypo AG, New York as mortgagee	US Bank	9528	Blocked Cash Management	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
GGP Jordan Creek Town Center for the benefit of Eurohypo AG, New York as mortgagee	US Bank	6082	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
GGP Limited Partnership	US Bank	1830	ACH debit account	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60604
GGP Limited Partnership	US Bank	6084	Gift Certificate	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
GGP Limited Partnership	US Bank	4032	Operating	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
GGP Limited Partnership - Beachwood Place Mall	US Bank	5527	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
GGP Limited Partnership - Faneuil Hall Marketplace	US Bank	5535	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
GGP Limited Partnership - Hulen Owner LP	US Bank	5519	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
GGP Limited Partnership - Providence Place	US Bank	5543	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
GGP Limited Partnership - Ridgedale Center	US Bank	5501	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
GGP Limited Partnership - Rouse Fashion Place	US Bank	7432	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
GGP Limited Partnership - Southland Center	US Bank	7424	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
GGP Limited Partnership - Southwest Plaza	US Bank	9579	Local Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
GGP Limited Partnership (Pioneer Place Parking Facility)	US Bank	8899	Parking Garage	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
GGP Limited Partnership Collateral Account	US Bank	6140	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
GGP Limited Partnership-Chapel Hills Storage	US Bank	9005	Local Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
GGP Limited Partnership-Eden Prairie Gift Cert	US Bank	4740	Gift Certificate	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
GGP LP LLC	US Bank	5014	Operating	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
GGP-Four Seasons LLC for the benefit of Wachovia Bank National Association, Mortgagee	US Bank	9313	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
GGP-Glenbrook LLC for the benefit of Morgan Stanley Mortgage Capital as Lender	US Bank	0519	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
GGP-Lincolnshire LLC	US Bank	6129	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
GGP-Maine Mall LLC for the benefit of German American Capital Corporation, as Mortgagee	US Bank	0436	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
GGP-Tucson Mall L.L.C. for the benefit of Wachovia Bank, National Association	US Bank	5027	Lenders Blocked Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Grand Canal Shoppes II, LLC for the benefit of Archon Financial Group as mortgagee	US Bank	7727	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Grand Traverse Mall Partners, LP	US Bank	5458	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603

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HO Retail Properties I Limited Partnership, for the benefit of Bank of America NA, as mortgagee	US Bank	9479	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Homart Development Co	US Bank	3106	Local Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Lakeside Mall Property, LLC	US Bank	7325	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Lakeview Square Limited Partnership	US Bank	6035	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Landmark Mall, LLC for the benefit of Secore Financial Corporation as Mortgagee	US Bank	5993	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Lynnhaven Mall L.L.C.	US Bank	5035	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Mall of Louisiana, LP for the benefit of Column Financial, Inc. as mortgagee	US Bank	7705	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Mall of the Bluffs	US Bank	0952	Gift Certificate	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Mall of the Bluffs, LLC	US Bank	1982	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Mall St. Vincent, LP	US Bank	8496	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Mayfair Property, Inc. for the benefit of Secore Financial Corporation as Mortgagee	US Bank	5985	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
MSM Property, LLC	US Bank	7317	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
North Plains Mall, LLC	US Bank	2395	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
North Town Mall, LLC	US Bank	1974	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Northgate Mall, LLC for the benefit of Secore Financial Corporation as Mortgagee	US Bank	4947	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Northwest Ohio Mall, LLC	US Bank	2445	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
NSMJV, LLC	US Bank	7309	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Oakwood Hills Mall, LLC	US Bank	1966	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Oakwood Shopping Center LP Citicorp North America as agent	US Bank	6870	Blocked Cash Management	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Oakwood Shopping Center LP, Citicorp North America as agent	US Bank	6888	Blocked Budgeted Expense	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Oakwood Shopping Center LP, Citicorp North America as agent	US Bank	6896	Blocked Rollover Reserve	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Oakwood Shopping Center LP, Citicorp North America as agent	US Bank	6904	Blocked Tax & Ins Escrow	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Oakwood Shopping Center LP, Citicorp North America as agent	US Bank	6912	Lenders Blocked Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Oglethorpe Mall, LLC for the benefit of Secore Financial Corporation as Mortgagee	US Bank	4939	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
OM Borrower, LLC	US Bank	2403	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Park Mall, LLC for the benefit of Wachovia Bank National Association as Mortgagee	US Bank	4004	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
PDC - Eastridge Mall LLC for the benefit of Column Financial, Inc. as mortgagee	US Bank	6124	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
PDC - Red Cliffs Mall LLC for the benefit of Column Financial, Inc. as mortgagee	US Bank	6132	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Peachtree Mall	US Bank	8341	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Phase II Mall Subsidiary LLC Deutsche Bank Trust Company Americas	US Bank	2952	Blocked Fee Reserve Acct	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Phase II Mall Subsidiary LLC for the benefit of Deutsche Bank Trust Company	US Bank	2069	Blocked Budgeted Expense	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Phase II Mall Subsidiary LLC for the benefit of Deutsche Bank Trust Company	US Bank	2044	Blocked Lenders Account	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Phase II Mall Subsidiary LLC for the benefit of Deutsche Bank Trust company	US Bank	2051	Reserve	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Phase II Mall Subsidiary, LLC for the benefit of Deutsche Bank Trust Company Americas, as Administrative Agent on behalf of certain other lenders	US Bank	1157	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Piedmont Mall, LLC for the benefit of Secore Financial Corporation as Mortgagee	US Bank	4012	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Pierre Bossier Mall, LLC	US Bank	1958	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Pine Ridge Mall LLC for the benefit of Column Financial, Inc. as mortgagee	US Bank	6108	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603

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Pioneer Place Limited Partnership	US Bank	1941	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Price ASG L.L.C. - Grand Teton Mall/Plaza	US Bank	3040	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Price ASG L.L.C. -Salem Center	US Bank	3065	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Price ASG L.L.C.-Aminas Valley Mall	US Bank	3057	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Regency Square Mall	US Bank	3972	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
River Hills Mall L.L.P	US Bank	6061	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Rouse-Phoenix Corporate Center LP together with R-P Theatre LP, R-P Master LP, and Rouse-AZ Retail Ctr LP jointly as Guarantor FBO US Bank as Agent	US Bank	6563	Lenders depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Saint Louis Galleria LLC	US Bank	7061	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Sierra Vista Mall, LLC	US Bank	2387	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Sikes Senter LP	US Bank	5654	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Silver Lake Mall, LLC	US Bank	2452	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Sooner Fashion Mall LLC	US Bank	6079	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Southlake Mall LLC	US Bank	8588	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Southland Mall, Inc. for the benefit of Commerzbank AG	US Bank	7339	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Southwest Plaza, LLC	US Bank	1933	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Spring Hill Mall, LLC	US Bank	1925	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
St. Cloud Mall, LLC (Crossroads Mall) for the benefit of UBS Waterbury Real Estate Investments, Inc. as mortgagee	US Bank	3291	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Stonestown Shopping Center, L.P. and GGP-SL, L.L.C., for the benefit of Morgan Stanley Mortgage Capital, Inc., as mortgagee	US Bank	9008	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
The Rouse Company	US Bank	9767	Operating	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Three Rivers Mall LLC for the benefit of Column Financial, Inc. as mortgagee	US Bank	6116	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Town East Mall L.P. for the benefit of UBS Real Estate Investment, Inc.	US Bank	7354	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Tracy Mall Partners, LP for the benefit of Secore Financial Corporation as Mortgagee	US Bank	3998	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
U.K American Properties, Inc. Northridge Fashion Center	US Bank	8465	Blocked Capital Reservation	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
U.K American Properties, Inc. Northridge Fashion Center	US Bank	8481	Blocked Cash Trap	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
U.K American Properties, Inc. Northridge Fashion Center	US Bank	8499	Blocked Loss Proceed	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
U.K American Properties, Inc. Northridge Fashion Center	US Bank	8473	Blocked Reservation	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
U.K American Properties, Inc. Northridge Fashion Center	US Bank	8457	Blocked Tax Escrow	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
U.K American Properties, Inc. Northridge Fashion Center	US Bank	8440	Lenders Blocked Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Valley Hills Mall LLC for the benefit of Column Financial, Inc., as mortgagee	US Bank	6810	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Victoria Ward, Ltd.	US Bank	1855	Operating	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Village of Jordan Creek for the benefit of Eurohypo AG, New York as mortgagee	US Bank	6090	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Westwood Mall, LLC	US Bank	2486	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
White Mountain Mall, LLC	US Bank	2460	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Willowbrook Mall, LLC	US Bank	7259	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
Woodbridge Center Property, LLC	US Bank	7291	Lenders Depository	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603

The Debtors' servicers may maintain certain escrow accounts (or ledger entries) on behalf of the Debtors for satisfaction of certain tax and other obligations. These accounts or ledger entries are not reflected on this Exhibit.

Bank Accounts

Account Title	Bank Name	Last 4 Digits of Bank Account #	Account Type	Bank Contact Person	Address	City	State	Zip
GGP Limited Partnership	US Bank/First American Money Market	0172	Investment	Jenny Lyskawa	Rookery Building Office, MK-IL-RY4Q, 209 S LaSalle St, Suite 210	Chicago	IL	60603
GGP Limited Partnership (Willowbrook Mall, NJ)	Valley National Bank	4548	Local Depository	Brenda Adams	1345 Willowbrook Mall	Wayne	NJ	07470
Century Plaza, LLC	Wachovia Bank	1708	Local Depository	Chad Prescott	171 17th Street, NW GA4512 2nd Floor Building 100	Atlanta, GA	GA	30363
GGP Limited Partnership - Providence Depository	Wachovia Bank	5361	Lenders Depository	Chad Prescott	171 17th Street, NW GA4512 2nd Floor Building 100	Atlanta, GA	GA	30363
GGP Limited Partnership (Augusta Mall)	Wachovia Bank	4068	Local Depository	Chad Prescott	171 17th Street, NW GA4512 2nd Floor Building 100	Atlanta, GA	GA	30363
GGP Limited Partnership (Four Seasons Town Centre)	Wachovia Bank	0016	Local Depository	Chad Prescott	171 17th Street, NW GA4512 2nd Floor Building 100	Atlanta, GA	GA	30363
GGP Limited Partnership (Woodbridge Center)	Wachovia Bank	4722	Local Depository	Chad Prescott	171 17th Street, NW GA4512 2nd Floor Building 100	Atlanta, GA	GA	30363
GGP/Homart, Inc	Wachovia Bank	4146	Local Depository	Chad Prescott	171 17th Street, NW GA4512 2nd Floor Building 100	Atlanta, GA	GA	30363
GGP/Homart, Inc.	Wachovia Bank	1896	Gift Certificate	Chad Prescott	171 17th Street, NW GA4512 2nd Floor Building 100	Atlanta, GA	GA	30363
GGP-North Point, Inc	Wachovia Bank	5968	Local Depository	Chad Prescott	171 17th Street, NW GA4512 2nd Floor Building 100	Atlanta, GA	GA	30363
Greenwich Cap Fin AM Hocker Oxmoor LLC	Wachovia Bank	4838	Investment/Loan	Chad Prescott	171 17th Street, NW GA4512 2nd Floor Building 100	Atlanta, GA	GA	30363
Regency Square Mall	Wachovia Bank	0367	Local Depository	Chad Prescott	171 17th Street, NW GA4512 2nd Floor Building 100	Atlanta, GA	GA	30363
GGP/Homart Inc.	Webster Bank	7553	Local Depository	Maria DeSimone	495 Union Street- Suite 2036	Waterbury	CT	06706
GGP/Homart, Inc	Webster Bank	5587	Gift Certificate	Maria DeSimone	495 Union Street - Suite 2036	Waterbury	CT	06706
General Growth Properties, Inc. (Ridgedale Center)	Wells Fargo Bank	6118	Local Depository	Shiela Reese	1000 Louisiana, 4th Floor, MAC T5002-042	Houston	TX	77002
GGP Limited Partnership (Pioneer Place)	Wells Fargo Bank	6257	Local Depository	Shiela Reese	1000 Louisiana, 4th Floor, MAC T5002-042	Houston	TX	77002
GGP Limited Partnership-Foothills Mall	Wells Fargo Bank	4277	Gift Certificate	Shiela Reese	1000 Louisiana, 4th Floor, MAC T5002-042	Houston	TX	77002
GGP Limited Partnership-Foothills Mall	Wells Fargo Bank	5068	Local Depository	Shiela Reese	1000 Louisiana, 4th Floor, MAC T5002-042	Houston	TX	77002
Oakwood Hills Mall Ltd	Wells Fargo Bank	3007	Local Depository	Shiela Reese	1000 Louisiana, 4th Floor, MAC T5002-042	Houston	TX	77002
Price Development Co LP GTM - Deposit Account	Wells Fargo Bank	1045	Local Depository	Shiela Reese	1000 Louisiana, 4th Floor, MAC T5002-042	Houston	TX	77002
Price Development Company L.P Depository	Wells Fargo Bank	6518	Depository	Shiela Reese	1000 Louisiana, 4th Floor, MAC T5002-042	Houston	TX	77002
Price Development Company Limited Partnership Animas Valley Mall Depository Account	Wells Fargo Bank	4049	Local Depository	Shiela Reese	1000 Louisiana, 4th Floor, MAC T5002-042	Houston	TX	77002
Price Financing Partnership LP Red Cliffs Mall Depository	Wells Fargo Bank	0951	Local Depository	Shiela Reese	1000 Louisiana, 4th Floor, MAC T5002-042	Houston	TX	77002
GGP/Homart, Inc	Zions Bank	5867	Gift Certificate	Lorna Hoffman	3925 Wall Avenue	Ogden	UT	84405
GGP/Homart, Inc	Zions Bank	3011	Local Depository	Lorna Hoffman	3925 Wall Avenue	Ogden	UT	84405